

KING OF THE BEASTS

A SCREENPLAY FOR FEATURE ANIMATION

BY

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May 23, 1990

"KING OF THE BEASTS"

FADE IN:

EXT. THE EAST AFRICAN STEPPE - NIGHT

THE MOON sits plump and sallow in an inky sky, lion-face wavering in the stream of heat that rises to meet it.

WE MOVE DOWN, SEEING the vast plains covered with dry grass, the grass bent forward in the gush of heat as if trying to escape the fire, a fire that sweeps from horizon to horizon, hugging the rolling landscape, leaping into trees and across gullies, marching forward, ravaging everything in its path like a biblical flood.

SIMBA, a spotted fur-ball of a lion cub, sits watching the fire, body tense, face a mix of fear and wonder, eyes wide and orange with the reflection of fire. He sits between the powerful front paws of his mother, SARABI, on a kopje some distance from the approaching flames. Arranged near him are the other lionesses of the Ndonga pride: DIKU, DWALA and NAANDA. And cowering beside Naanda is NALA, a girl cub Simba's age.

Simba looks out to the plain in front of the fire where GNUS and GIRAFFES, ZEBRAS, KONGONI, CAPE BUFFALO, ELANDS, WARTHOGS, GAZELLES, OSTRICHES, STORKS and PLOVERS, VULTURES and JACKALS stand in bunches, facing the advancing wall, tense, fidgeting, ready for flight. But they seem unwilling to move, as if waiting for some signal.

SIMBA looks up to Sarabi.

SIMBA

Why aren't they running?

SARABI

They're waiting for your father's command. If Mufasa decides we must leave our land he will tell us. All of us.

Simba nods, peers into the smoke.

HE SEES, standing on a distant promontory, his father, MUFASA, a huge golden-maned lion, face a map of battles fought and won, eyes full of royal disdain, staring down on the swirling flames. Simba LOOKS BACK, realizing the animals aren't watching the fire, they're watching Mufasa.

THE FLAMES march toward the rim of a gorge at the edge of the pride's territory; a gorge that might just stop the fire's progress. THREE YOUNG LIONS, tough adolescents from a scattered pride, emerge from the smoke.

Their faces are blackened, coats singed. They hesitate only a moment then fling themselves down the sloping sides of the gorge.

They crawl up the other side, spot Mufasa on the promontory. His look is stern, judgmental: Peter at the pearly gates.

The most MATURE LION, comes forward and bows down to Mufasa in supplication. His brothers follow suit.

MATURE LION

We are driven from our territory,
lord, and ask safe passage through
yours.

Mufasa studies the young male, impressed with his pluck, yet grave when he speaks:

MUFASA

You may pass. But be warned: all
the animals here are under my
protection and shall not be
harmed.

The Mature Lion nods, moves off followed by his brothers, around the promontory, falling out of sight. Mufasa looks to the fire.

THE FIRE is at the gorge now, incinerating roots that stick out from the edge. The hot wind HISSES and HOWLS whipping the flames into a frenzied dance. An ancient acacia, thick as a house, flames gnawing at its base, GROANS and shudders and falls over, CRASHING across the chasm, fiery branches spreading flame to the brush on an isolated, arena-like plateau.

MUFASA'S EXPRESSION is etched with concern: if the fire leaps from the plateau to the near side his kingdom will burn.

SIMBA, seeing his father in the distance, mirrors his expression, not comprehending why. Suddenly his eyes go big.

HE SEES the youngest of the three lions falling behind his brothers, veering off, overcome by some irrepressible instinct, charging a ZEBRA BUCK. The buck and all his neighbors take flight.

MUFASA hears THUMPING hooves, faint against the CRACKLING fire. He turns, sees, eyes filling with fury.

THE YOUNG LION gains on the zebra, closer, closer, chasing him up the crest of a low ridge. Mufasa, coming from nowhere, leaps over the ridge with incredible speed, smashing into the youngster, sending him reeling.

THE TWO BROTHERS, backtracking, charge into the fight, jumping Mufasa from behind as he routs the first lion. Mufasa rolls out, whips around, downing one lion then the other with a ferociousness matched only by the fire.

The two youngsters disengage and flee for their lives, led by their younger brother. Mufasa ROARS.

SIMBA, on the distant kopje, leaps up, ROARING a kittenish roar in solidarity.

THE FIRE holds at the far rim of the gorge, except for the flaming branches of the acacia on the plateau. Fanned by the hot rush of air, cinders and leaf ash break away from the tree and twirl up and out, some falling into the chasm, some falling into the golden grass on the other side.

The grass smolders then sprouts a flame, a point of light that grows and spreads, WHOOSHING up like the devil.

MUFASA turns, comes up face to face with the fire.

THE ANIMALS watch him, breathless with fear.

THE LIONESSES too, watch from the kopje. Unflinching. Iron-willed. Simba jumps up, paws his mother's shoulder.

SIMBA
Is it time yet?

The lionesses share a glance.

SARABI
Ssshhh.

Sarabi peers into the fiery night. Simba follows her gaze.

SHE SEES MUFASA, who stands before the fire, a look of disappointment in his eyes, as if dumb fate, uncontrollable fate, had let him down; he turns, makes eye contact with Sarabi, the instant extending, a pipeline of common hopes, affections, of absolute understanding. He nods.

SARABI
Run!

THE ANIMALS don't have to be told twice. Giraffes, gnus, zebras, kongoni, cape buffalo, elands, warthogs, gazelles, ostriches, storks, plovers, vultures, jackals bolt en masse.

AND THE LIONESSES too withdraw, sweeping the cubs away with them. Simba hesitates, looks back at his father.

HE SEES MUFASA, back to the fire, watching his kingdom flee, retreating one step at a time like Napoleon before the gates of Moscow. He catches his son's eye, expression becoming stern. He flicks his head: you run too.

SIMBA trembles from head to toe, his tiny frame overflowing with a pride verging on ecstasy. He runs.

AND BEHIND HIM MUFASA continues, his pace steady, majestic, as if the growling, whirling, snapping wall of flame reaching up behind him to consume the entire East African sky did not concern him at all. For Mufasa does not run from anything.

ZAZU, Mufasa's loyal tickbird, zooms down and perches in the king's golden mane; and

DISSOLVE TO:

EXT. THE EAST AFRICAN STEPPE - DAY

The sky blazes blue and clear, smoke and fire a mere memory, leaving powdery ash and black earth as their legacy. But even now shoots of new grass appear across the plain, stimulated by the bath of radiant sun. And as WE PAN the shoots reach higher, massing together, as if our very movement encompassed the movement of time, until the endless steppe sways bright green.

WE PASS mixed herds of zebra and topi, eland and gazelle who stream back to the Ndona territory feasting on new fodder.

WE FIND Simba, jumping from a clump of grass, pursued by LEMUTA, an adorable zebra colt with a pink blotch on his nose, who in turn is pursued by DAABI, a spunky aardvark baby with long feminine eyelashes. They chase down the slope, dodging this way and that, to the edge of a spring pool. Simba stops, tests the water with a paw. Lemuta smacks into him from behind, sends him splashing and in turn is bumped into the water by Daabi who skids in behind him.

Lemuta and Daabi laugh, and then laugh harder when they see Simba doesn't like water. He looks from one to the other, can't resist their mirth, joins in.

Daabi, using her snout like a whip, splashes water on Lemuta and Simba, who retaliate in kind, kicking and stomping, jumping to the bank only to cannonball back in, sending water everywhere until the pool is transformed into a froth of jostling wavelets, until the three are winded and soggy and half-drowned.

They stand side by side, panting, watching their reflections reform as the water resettles around their legs, watching as the face of one momentarily transmutes into the face of the other. Intrigued, they quit laughing, but only for a second. First Lemuta, then Daabi, then Simba jumps to the bank and gambols away.

At the crest of the slope Lemuta stops, stares out. Tumbling to a halt beside him, Daabi and Simba follow his gaze.

THEY SEE THE NDONA LIONESSES stalking on the next ridge, bodies sleek and tawny, rippling with tension as they inch in on a ZEBRA MARE. Crouching low, they move step by step, freezing when the mare lifts her head, her nose filling with an ominous scent.

As if a switch flicked on, the zebra bolts, the lions charge; scattering topi, zebra and gazelle in all directions.

SARABI flings herself forward, the ground whirring beneath her, matching the mare's pace, closing in like a guided missile.

LEMUTA watches, so horrified he can hardly get words out:

LEMUTA
Momma-- No--

SIMBA AND DAABI stare at Lemuta, mouths dropping open. They look at each other, then back to the chase, as horrified as the zebra colt.

THEY SEE SARABI AND THE MARE racing along a ridge line, backlit by the morning sun. At the last instant the mare pivots. Sarabi shoots ahead bounding for a gazelle that was masked all this time by the zebra. Just as Sarabi leaps onto the gazelle's hind, Naanda emerges over the ridge and tackles the gazelle from the front. Lionesses and prey tumble behind the ridge line in a cloud of dust, disappearing from view.

LEMUTA'S MOM dashes away unscathed.

DAABI AND SIMBA are visibly relieved. Simba sighs out loud. But when he looks to Lemuta the colt glares at him, taking a step back, then another. Simba, confused, hops forward as if to play. Lemuta backpedals more, terror washing his face. Simba looks to Daabi, who winces.

SIMBA
Come on, let's play--

Lemuta gallops off as fast as his legs will take him. Knowing it's no game of tag, Simba and Daabi watch, the lion cub forlorn, not understanding, the aardvark mute. Simba hangs his head. After a moment Daabi moves to his side to raise his spirits, nudging him, her long snout making her sound like she's got a permanent cold when she speaks:

DAABI
Dumb ooon, do an' me dan play.

He looks up, sees her batting her long lashes. It makes him giggle, which makes her guffaw.

She knocks him over then leads him on a merry chase, tongue flicking madly, racing around a termite mound, ringing in and out of the jutting boulders below a kopje, until she comes galloping around and smacks into him head on.

SIMBA AND DAABI
Oof!

They sit with rumps in the dirt, catch their breath, Daabi rubbing her nose, Simba shaking the knots out of his neck.

NALA, sunning herself on the rock above them, peeps over the rim, face lighting up with the sight of Simba, clouding over when she notices Daabi. She plays it cool:

NALA

Hi, Simba.

Simba looks up. Nala's pretty as can be, a future heartbreaker, and though they're the same age she acts more mature than he in the way little girls do. Simba is obviously smitten, in fact totally under her spell. Daabi and Nala check each other out, not liking what they see, jealous from the start. Simba is all brightwork:

SIMBA

Want to play?

Nala rolls onto her back, stretching in the sun, luxuriating in the rock's warmth, very nonchalant:

NALA

Looks like you're pretty busy just at the moment.

SIMBA

Not really.

Nala takes a long, pointed look at Daabi, one that Simba can't possibly miss, and makes her best effort at a grownup smirk.

NALA

Maybe some other time, Simba.

But pure-of-heart Simba does miss the look, though Daabi does not. Simba bounds onto the rock beside Nala and pokes a paw into her ribs. She springs up, feigns irritation, hops off the rock and lopes away.

Simba peers after her, puzzled, then starts to follow.

SIMBA

(to Daabi)

Come on.

But Daabi knows when she's been snubbed.

DAABI

Die dink Die deer my momb dalling.

Simba's too set on pursuing Nala to hear the silence. Daabi nods.

DAABI

Dee ya lader.

SIMBA

See ya...

He takes off. Daabi watches him go, crestfallen.

EXT. IN A WILD OLIVE THICKET - DAY

Simba catches up with Nala as she walks past the craggy, stunted trees, their trunks swathed black at the base by the fire, branches full of indigo fruit, chattering lovebirds, pale leaves. He cuts in front of her.

SIMBA

Want to play "King of the Beasts"?

Nala glances over her shoulder, sees that Daabi is gone, bubbles over with a smile that makes forgivable all her machinations.

NALA

How do we play that?

SIMBA

I go to sleep and you hunt me up something to eat.

Simba flops down in a relaxed and kingly pose. Nala, a liberated little lioness, raises her eyebrows.

SIMBA

Well, that's how it's done.

She gets a mischievous glint in her eye.

NALA

Oh-okay.

She prances off, Simba tracking her.

NALA

Don't look.

Simba turns away. Nala starts off again, looking over her shoulder to see Simba spying. She gives him a scolding glance, turns him away again, then whips around and dashes at him, pouncing on top of him:

NALA

Here's something to eat!

Simba squeals. They roll and wrestle and tumble, swatting and leaping at each other in escalating frenzy. Nala gets Simba by an ear, swings him around, sends him crashing into a dark hole.

She races up, stands over the darkness, ready to pounce again. When he doesn't emerge her fierce look fades:

NALA

Simba..? You all right..?

Simba FLIES out of the hole with a HUGE WARTHOG right behind. The warthog is mean and mad, with tusks like meat hooks and demented, bloodshot eyes. He lunges after Simba who rockets away in panic. Nala laughs out loud.

Simba dodges back and forth between the olive trees as the black hog, nimble on his feet despite his girth, tries to gore him. The smile drops from Nala's face. She races off.

The warthog fumes, angrier every second, head jerking in spasms to snag the cub, who barely twists away, splaying out, clipping under the locomotive mass, sending the black beast rolling. The warthog rises, snorts, like glass breaking in a garbage disposal and charges again.

Simba claws his way into a tree. The birds squawk and scatter. The warthog, unable to brake, PUNCHES into the trunk, knocking it askew. Simba pitches to the ground in a rain of olives. The hog bellows, picks himself up. Simba struggles to his feet, pitching forward again as the carpet of olives steals his balance. The hog sneers, lunges, crashing nose first as his feet whip out from under him in the same ball bearing effect.

EXT. A GRASSY HOLLOW NEARBY

BANAGI, the prince of hyenas, with his lieutenant, BAASHO, and three HYENA GOONS, surround an INTIMIDATED HYENA as if mid-shakedown. They are severe, muscular animals with huge shoulders and heads, overdeveloped jaws, gleaming teeth. Banagi himself has the demeanor of a Venetian ambassador: excruciatingly polite even while he threatens, an expert on the minutiae of protocol, a razor sharp perception of power, of who has it, and of how to use it when he does.

INTIMIDATED HYENA

Well I, I don't really...

BANAGI

I would think the advantages of...
joining our brotherhood... would
be obvious.

The CRASH and CRACKLE of splintering wood sounds behind them. Banagi's glance flicks over.

HE SEES Simba, twenty yards off, nose-diving out of an uprooted tree, barely dodging the jabs of the black hog, who flings himself at the cub like a berserker.

Banagi's decision is quick. He looks to Baasho, nods him into action.

EXT. THE OLIVE THICKET

A blink-of-the-eye before Simba is skewered alive, the warthog wrenches back, eyes popping as Baasho and his squad rush in. The black hog races for his hole, blinded by panic, bashing another tree, tumbling, squealing.

The hyenas are on him in a flash, skidding around him on the litter of olives, sidestepping his jabs, tearing tufts from his flanks as he drags himself forward.

SIMBA's mouth drops in amazement.

THE WARTHOG, cut off from his hole, tries Simba's tactic and leaps for a low branch. His weight is too much, the tree, base gnawed by the fire, GROANS and topples. The hyenas leap back. The hog SLAMS down and rolls like a bowling ball.

SIMBA can't help but grin.

VOICE (O.S.)

Are you hurt?

He whips around and sees;

BANAGI, towering over him like an Assyrian idol, bigger than life, suave and deadly and implacable, eyes gleaming with concern yet cool as stones. He reaches out, touching the cub as he examines, sending a shudder up Simba's spine, who, neck craned back, blinking with awe, can barely shake his head no.

BANAGI

Good.

THE WARTHOG dives into his hole, the hot breath of hyenas on his heels. They waste no time, start digging him out.

Banagi gives a piercing yip. The goon squad stops, looks up. He flicks his head: enough. They drop their work, not daring to show disappointment, and trot away. He turns back to Simba:

BANAGI

I am Banagi. Give your father
my best wishes.

And with that he's gone.

Simba watches after, eyes round, his gaze of astonishment unbroken until Sarabi, led by Nala, gallops up behind him. She nuzzles her son, inspects him, relief visible, then looks at the warthog's half-excavated hole, at the receding hyenas, putting it together. Simba jumps on her fore paws, soaking up her nuzzles, bubbling over with admiration:

SIMBA

He saved me, Mom. You should of
seen.

Sarabi looks at him with concern, not needing to have seen; she knows what happened and *why*. All the same, he replays it for her, bouncing to and fro, frenetic:

SIMBA

See, the warthog almost had me.
He was like *this* close-- And then
the hyenas-- they, they-- come
from *nowhere* and-- and he sees
them, see? --and he sees them and,
and WHAM! --they jump right on him.

Simba leaps up in demonstration. Sarabi's response is muted,
expression droll. Even Nala picks up on it.

SIMBA

Then he runs and they chase him,
but-- but see, he jumps into that
tree. But *then*-- the tree falls --
BOOM! And then, then-- the big boss
came over to me.

She nudges him forward, signals Nala, starting them back toward
the pride. Simba lopes along at her side, peering over his
shoulder.

SIMBA

His name was *Banagi*.

SARABI

I know his name. Your father may
not be so pleased to be in his
debt.

Simba looks at his mother, brow scrunching, finally starting
to tune in, his face turning into a mask of disquiet.

CUT TO:

EXT. A BROAD PLATEAU ON THE EAST AFRICAN STEPPE - DUSK

A breeze blows steady. Tall grass bobs under the darkening
shoulders of far hills. VULTURES drift down and gather in the
branches of a lone baobah tree. They are a scraggly, bug-eyed
lot, more contentious than a cab-full of New York critics. But
their corporate attention focuses on one thing.

VULTURE #1

(elbowing his way onto
the branch)
Whadda we got here, sometin' good?

VULTURE #2

Back off ya jamoke, 'fore I peck
your eyes out.

Below them a troop of JACKALS collects, nosing through the
grass, furtive but persistent, focusing on the same thing as
their brethren in the branches above them.

JACKAL

Gonna be anyt'ing left by da time
we get a shot?

His mate shrugs. Emerging amongst the jackals, shoving them out of the way with their mere presence, are the HYENAS, coal-eyes shining, noses twitching with the seductive scent, Baasho among them, Banagi absent for now.

THEY ALL WATCH THE NDONA LIONESSES, who gather around the horns of a great kudu they have taken down (his body obscured by the tall grass), waiting for the arrival of their king. Nala and Simba are there too, batting each other's ears to bide the time.

ZAZU, Mufasa's tickbird, whose small size and amphetamized movements belie his rich, sonorous, Henry Kissinger voice, flits in, circles once over the kill, then hovers above a section of hyenas and jackals who form part of the ring of mendicants.

ZAZU

(proclaiming by rote)

By the power vested in me through
his grand and gracious-greatness,
King Mufasa of the Ndonga pride,
I cordially and courteously
command you to part.

The animals share a not-this-twerp-again glance as, looking over their shoulders, they make an alleyway through their ranks.

THEY SEE MUFASA, head high, mane a gold filigree in the fading light, muscles pulsing with each fluid stride he takes toward the kill. Whatever trace of annoyance the mendicants showed to Zazu disappears with the king's approach.

ZAZU

As is our king's generous custom,
after the pride is finished all
those gathered shall be allowed
to share in our bounty, be you
vulture or jackal, beetle or--

MUFASA

(quietly)

--Zazu...

Zazu jerks around, the interruption clearly unprecedented, and looks at Mufasa, as does everyone assembled. Mufasa stands, stern and silent, eyes cutting like lasers, searching through the crowd, his gaze making each hyena flinch in turn before settling on Baasho.

MUFASA

Is your leader Banagi here?

Baasho doesn't know whether to shrug or roll belly up. The lionesses, save Sarabi, share a bewildered look. Simba's eyes light with the mention of his rescuer's name.

Banagi appears out of the grass behind Baasho, as calm as the morgue at midnight, marching forward to within inches of the king, bowing down in dignified deference.

BANAGI

My liege.

MUFASA

This kill is yours. Take it.

BANAGI

It is... unnecessary my lord.

MUFASA

Settling one's debts. Completely.
Is always necessary.

The coolness between them could bring six inches of snow to the Serengeti. But neither flinches nor ticks and only just before he bows deeply to Mufasa does Banagi allow the slightest sinister curl of a smile to appear at the back end of his lip.

SIMBA springs up beside Sarabi, speaks into her ear:

SIMBA

Mama, that's him, the hyena who--

SARABI

Shush.

MUFASA nods to the lionesses then turns and strides away.

ZAZU, who hovers in the same spot, tongue stuck mid-syllable, slides from shock to puzzlement to irritation, then, covering, puffs out his chest like an Irish Guardsman and wings off with the king.

THE LIONESSES too stare at each other in shock, then muted anger, not glad about giving up their hard won meal. But Mufasa has spoken. They hold their heads high, gather the cubs, and saunter off in an exquisite display of feline aloofness, the circle of mendicants widening before them. A HYENA GOON starts to snigger but one look from Banagi stops him cold.

As soon as the lionesses pass out of the ring all eyes shift to Banagi, prince of hyenas, who, basking in his little victory, saunters forward with his own display of aloofness to take the symbolic first bite. He comes up chewing, nods. A MONSTROUS CACOPHONY of yips and growls goes up. The ranks charge in.

SIMBA, ears twittering, HEARS bodies colliding and flesh tearing in the frenzy to feed. Curiosity stung, trying to fathom what happened, feeling somehow responsible, he falls behind his mother and looks back over the high grass.

HE SEES THE HYENA CLAN, masked save for their backs and shoulders, squirming and clawing and biting each other for a bit of hidden flesh while the kudu's horns rock back and forth like bare masts in a storm.

Suddenly a squadron of vultures takes to the air. The hyenas look up, seeing something that Simba cannot. They cringe, and back away from the carrion, scattering into the grass. All save for Banagi that is, who steps away slowly, eyes glued to the weeds in front of him.

SIMBA, desperate to see, finds a stubby termite mound and crawls to the top of it.

HE SEES A HUGE ROGUE LION, SCAR, striding up to the abandoned kudu with an arrogant snarl. Scar is half again Mufasa's size, impossibly big, his mane ratty and black, face rent with deep gashes, eyes unearthly, menacing, malicious.

SIMBA has never seen such a ghastly beast and so when Sarabi returns to find her little straggler and nudges her nose into his back, he startles, pitching off the mound with a yowl. Sarabi raises an eyebrow, turns to see what her son was looking at. Her body goes taut. A growl forms deep in her throat. She speaks in a hushed voice:

SARABI

Get back with the others. NOW!

Simba picks himself up and starts back as his mother starts forward but can't master his curiosity. He doubles back, follows behind her.

HE SEES SARABI, stalking toward Scar, who busies himself with the kudu, patently ignoring her approach.

SARABI

My friend, the hyenas were given
this meal. It is not free for
the taking.

Scar snarls viciously, but does not lift his head. Zazu flits up, circles the beast, mouth agape at the audacity of it.

ZAZU

This is not open land, stranger.
It belongs to the Ndonga Pride,
who have lived here since the
first sunrise on the plain. I
advise you, for your own well-
being, to leave promptly.

Still Scar does not lift his head, his snarl transforming into a blatant chuckle. Zazu is incensed, feels it like a slap.

BANAGI peers at the huge lion, intrigued by his recklessness. Vultures, hyenas and jackals drift up, sensing trouble, ready to scatter again at the drop of a pin, but not wanting to miss the showdown.

A ROAR SOUNDS from the edge of the plateau, shaking the very rafters of heaven! The spectators flinch. Scar raises his head.

HE SEES THE KING, MUFASA, advancing like a steamroller, closing in, head high, eyes searing, as fearless a warrior as ever walked the African steppe.

Scar roars in return, baring his fangs, eyes locking into Mufasa's. Zazu flits away. Mufasa tromps on, unflinching, muscles wound like steel wire. He comes closer, closer, the tension building, the spectators shaking with it, the two beasts pent like catapults loaded with hot lead.

Mufasa halts before the bigger lion. High noon in Deadwood. Perfect silence. Each waits for the other's move.

Slowly, slowly, without breaking his gaze, his face giving away nothing, Scar lifts a paw and inches it back, then lifts the other, sliding away with minimum motion, barely a retreat, bracing for a counter stroke. But Mufasa lets him slide away, lets him turn his back, lets him stride off with nothing to pay for his indiscretion but a swapping of frayed nerves and an empty stomach.

MUFASA watches the rogue retreat, knowing he hasn't seen the last of him.

AND BANAGI too watches the rogue, his gaze locked in as if tracking on automatic while his synapses crackle, working in a frenzy, calculating, plotting, hatching black stratagems and dark intrigues. WE HOLD on his look, and;

DISSOLVE TO:

EXT. THE EAST AFRICAN STEPPE - NIGHT - ON A FULL MOON

Standing over the horizon, bathing the plain in pale light. WE MOVE DOWN to a kopje, the bulbous plateau of rock that is the Ndonga pride's home, and find the lionesses stretched out across the top of it like Egyptian goddesses.

SIMBA AND NALA come chasing through, boisterous in the evening air, stumbling over Aunt Diku's paws and banging into Aunt Dwala, who snarls a friendly snarl and whacks them in quick succession with her tail. They jump after the tail, back and forth, unable to catch it.

Nala gives up and pounces on Naanda's tail. Naanda rolls over and bats her daughter with a paw, which Simba quickly jumps on. Naanda laughs and whip-cracks her paw, sending Simba tumbling, then turns and nuzzles her daughter:

NAANDA

Aren't you getting tired?

Nala, like sleepy children everywhere, wags her head no. Naanda nudges her daughter to the ground, curls up around her, flicks her head at Simba to scat. He knits his brows. Sarabi purrs and beckons him with a nod. He comes to his mother, rubbing his nose into her whiskers, drooping down while she licks him clean, gazing out.

HE SEES THE FULL MOON OVER THE PLAIN, cutting silhouettes out of distant kopjes and lonesome acacia trees, forming into the round, yellow face of a friendly lion.

SIMBA

Where did Papa go?

SARABI

He went to keep an eye out for the rogue.

SIMBA

What's a rogue, Mama?

SARABI

A rogue is a lion who wanders far from home. Who steals from others. Who has no good left inside.

SIMBA

Will he hurt Papa?

SARABI

No, baby. Your father's much too wise and strong. Go to sleep now.

Simba puts his head down; then thinks of something vital:

SIMBA

How did Papa get so wise and strong?

Nala smiles at her son.

SARABI

He grew to be that way, after many years. Just as you will grow to be that way.

Simba eyes her, skeptical, wanting so to believe, smiling at the prospect, frowning at the impossibility of it.

SIMBA

Will I really be big and huge and wonderful like him?

SARABI

Not if you don't get your sleep.

SIMBA frowns: there had to be a hitch. He drops his head, scrunching his eyes shut with a passion. Sarabi sings to her son, her voice soft and tender, her song (which has been building since the scene began) a lullaby full of African rhythms, promising him happiness and plenty, assuring him that one day he will be king. His eyes creep open.

HE SEES THE FULL MOON, more lion-like than ever, smiling down on him, looking for all the world like Mufasa.

SIMBA smiles a sleepy smile back. His eyes droop shut.

DISSOLVE TO:

EXT. SIMBA'S SECRET KID PLACE - TIGHT ON SIMBA

Who slumbers on as DARKNESS fades and the light of DAY comes up, showing him transformed into a young male lion, an adolescent, still not the size of his father, spots washed away, replaced by a strip of messy hair on the back of his neck that has yet to grow into a mane.

He's in the same posture as when he fell asleep and only by PULLING BACK do WE SEE the location has changed; changed to a saddle of sun-speckled rock protected on all sides by a lattice of hissing bamboo.

A fly BUZZES back and forth, looking for a landing strip between Simba's ears. ZAP: a thread of sticky tongue unrolls in an eye-wink, latching on to the bug. Simba jolts awake, ears ringing.

HE SEES DAABI, the aardvark, grown now too, corpulent and damp-nosed, none the prettier, *crunching* on her snack. She cocks her head and gazes at her fresh-wakened prince, her fondness for him having grown into a pudgy passion.

SIMBA

What?

Daabi swallows the fly with an audible *gulp*. Simba winces.

DAABI

Dwanna blay?

SIMBA

I'm sleeping, Daabi.

DAABI

Dyou sleeb doo much.

SIMBA

Oh, leave me alone. We'll play later, okay? I promise.

He puts his head down, eyes sagging.

DAABI
Dokay, Mbut dyou in mig Drouble.

SIMBA
(half in a dream)
Hunh?

DAABI
Dyour Momba's dooking dall dover
bore dyou, Dimba.

SIMBA
(snapping awake)
Mama?

She nods at him, expression grave. Simba reflects an instant on his recent misdemeanors, then bounds away.

EXT. THE EAST AFRICAN STEPPE - DAY

Simba gallops up, vaults onto a low kopje, scans the horizon.

HE SEES THE LIONESSES in the mid-distance, stalking a group of gnu.

NALA is with them, part of the team now, hanging back a little, imitating her mother's stealth, grown tawny and sleek, mysterious yet familiar, an exhilarating combination of girl cub and lioness.

SIMBA studies her, pondering, musing, forgetting his errand, under her spell still. Swept by an impish urge, he bounds off the kopje, goes after her.

Without regard to the hunt in progress, he darts up behind and leaps on her, rolling her to the ground. The gnus hear the commotion and take off. The lionesses throw up their heads in aggravation. Nala leaps to her feet and slaps Simba with open claws.

SIMBA
Ouh!

NALA
Idiot. We're working here.

Sarabi comes charging back, mad as a hornet.

SARABI
Where have you been all day?

More than angry, she seems anxious. As he draws a hesitant breath, she cuts him off:

SARABI
Your father has asked for you.

Simba's face drops: Father? Why?

SARABI

He's at the hungodo tree by the riverbank.

SIMBA

...What's wrong?

SARABI

What's wrong is I'm responsible for you, and he's been waiting nearly an hour, now get!

The words sting him. His eyes offer a useless apology.

SARABI

I said...

He bounds off, stumbling over a stump, sprawling, hopping up again, racing away as the lionesses watch; Nala with a young woman's smile; Sarabi with a mother's silent concern: will he measure up?

EXT. A PATH LEADING TO THE RIVER - DAY

Simba races along as fast as he can, trying to fathom the nature of his current misdeed, sending a squadron of plovers squawking into the air before him.

EXT. NEAR A THICKET BY THE RIVERBANK

Simba speeds down the path, slowing for a moment, distracted by some VOICES to his left.

HE SEES BANAGI AND HIS GOONS, half-hidden in the gloom, surrounding yet another INTIMIDATED HYENA, again mid-shakedown:

BANAGI

We live in dangerous times my friend, *dangerous* times...

BUT SIMBA has more pressing concerns than the curious affairs of hyenas. He rushes on.

EXT. NEAR THE HUNGODO TREE

The tree is massive, round, its branches like the bony fingers of an old maid. Simba dashes up, looks around. The tree seems to scold him with its austere presence.

SIMBA

Papa..?

ON A BRANCH ABOVE, ZAZU starts tapping the toes of his claw like an impatient undersecretary. He glares down.

ZAZU

Is that all you have to say for yourself?

He drops down, circles at head level, forcing the cub round and round, twisting him into a knot:

ZAZU

This is certainly a pontiferous and inextricable display of ill-responsibility. Why, the moon might have petarded, the waters might have laxatized, the very shuddering heavens might have yeasted into a brew of malignability.

Simba keels over, staring up in consternation.

ZAZU

This is no time to lay about! Or lie about, for that matter. Or either of them! Up! Up! Follow me. The king awaits.

Zazu flits off. Simba rises, a bit dizzy, and sprints after. They carve a path through brush and branch, the bird lecturing the whole way, zig-zagging to avoid obstacles, the cub struggling to keep up on both levels, his sense of dread building with each step, dodging and ducking to miss the trunks and thickets the bird seems to be leading him straight into:

ZAZU

Why, I've never, never in all my days of royal service, seen such a dispensable display of didactic deciduousness. And poor Mufasa, forced unilaterally to matriculate such miserably maladjusted material. Unmalleable I say! Like a rock. Or a stone. Or a stoney--

SMACK! Zazu flies headlong into a boulder. He plops to the ground. Simba noses up to him.

SIMBA

You... okay?

The bird rolls over, scowling cockeyed at the young lion. He gestures with a wing. Simba looks.

HE SEES HIS FATHER standing before him, regal and magnificent, face a mask of calm, not seeming upset at all.

Something in the great lion's expression turns Simba's dread half into anticipation.

SIMBA

Papa, I'm sorry I--

Mufasa quiets him with a slight motion of his paw, then turns to Zazu:

MUFASA

Good work, Zazu. You're the one thing I can count on.

Zazu yanks himself up, chest puffing with the praise.

MUFASA

Now another critical task awaits.

Zazu puffs more, shooting a glance at Simba, bloating with self-importance.

MUFASA

I'm in immediate need of a herd count on our northern range.

ZAZU

But, but sire-- I thought I would be helping with the--

MUFASA

--Accuracy, Zazu. Our entire census program depends on an accurate count. And there's not one other subject I could entrust with the task. I'll want a complete report when we return.

Zazu, crestfallen, knows he's getting the velvet brush-off. Simba gives him a triumphant look. The tickbird, doing his best to ignore the little hooligan, bows to his king with studied flourish and wings off, muttering as he goes:

ZAZU

Of all the disrespectful discomfits of projected progenies... Not a chance, not a sniggering chigger of a chance...

Simba turns back to Mufasa and sees the sliver of a smile vanishing from his face.

MUFASA

We have work to do, you and I.

Simba's heart thumps, head swirling with the prospect: Work?! Us?! Together?! Mufasa watches his response.

MUFASA

Come with me.

They share a deep look, a look of emerging connection, a connection which seems to beckon beyond this moment, which holds the promise of a bond that will link them together, past tomorrow and the next, a link forged to withstand the tug and tear of eternity.

Mufasa turns, moving off with majestic strides. Simba bounds after, then stops, thinking better. He copies his father's walk, head high, a look of immeasurable pride on his face.

CUT TO:

EXT. A ROCK STREWN ESCARPMENT - DUSK

MUFASA hurdles from rock to rock, working methodically upward, never missing a step as Agama lizards dart into crevices at his feet. At the crest he looks back.

HE SEES SIMBA toiling below, panting for breath, groping for each rock, frustrated with himself for falling behind.

THE GREAT LION turns away before his son sees him watching, knowing it would make the lad ashamed. He waits patiently.

When Simba reaches the rock on which his father stands, WE SHARE HIS VIEW of the terrain below, which they've just climbed, and of the clear path that runs through the rocks to where they are, a path they could have taken, a path Mufasa surely knew of. Simba eyes his father who seems to confirm his suspicions with an enigmatic smile.

SIMBA

Papa, where are we going?

Mufasa doesn't answer, just resumes climbing. Simba keeps abreast...

SIMBA

What are we going to do?

MUFASA

You'll know. When it's time to know.

EXT. A HIGH GRASSLAND VALE - DAY

The dew laden grass sways golden in the morning breeze, masking all but the heads of our pilgrims as they march along. They pass a solitary whistling thorn acacia, a melancholy siren, which Simba stops to examine. Just as Mufasa pads out of sight a CLUMPING of hooves sounds to Simba's right. He turns and;

SEES LEMUTA, the zebra colt, full grown now, a handsome stallion in his own right, blazing a trail through the grass for a string of pert fillies.

The former playmates stare, frozen in recognition:

LEMUTA

Simba?

SIMBA

Hey there! It's great to see y--

But the fillies, wide-eyed, shriek in panic. Lemuta rears up and flails the air with his front hooves, snorting madly in a show of male defiance, guarding their retreat. Simba cringes back, more in shock than from the threat. The zebra buck gives his string a half step lead then turns tail himself, snapping his head around to glare at the lion one last time, leaving Simba alone and despondent, serenaded by POUNDING hooves and the mournful whistling thorn.

MUFASA, watching from a rise just beyond, gives out a muted sigh, his expression philosophical, mirroring Simba's in some small way. He trots back, rejoins his son.

MUFASA

Lemuta is his name, I believe..?

Simba looks at his father: how'd you know that? Mufasa smiles, winks: I keep track of 'em all.

MUFASA

(continuing)

Quite a harem he's collected, eh?
Bet he'd give you a first-rate
chase too.

And then the smile softens. And the tone with it:

MUFASA

He can no longer be your friend.
But you will be his... in ways
he may never understand.

Puzzling. A riddle Simba wants desperately to solve.

SIMBA .

How come we have to chase them,
papa? I mean, how come we have to
eat them? They don't eat us.

MUFASA

They can live on grass and greens.
but we can't, son. It's not the
way we were made.

The voice is kind. But serious. Listen to me, it says. And Simba does.

SIMBA

Who made us that way?

MUFASA

The Lion in the Moon, who makes
us all.

SIMBA

That's sad.

MUFASA

No, son. It is simply the way things are. If we look on them as sad, or bad, then we miss an opportunity.

Simba scrunches his brows: opportunity?

MUFASA

To do the best. With what we have.

And he studies his son. Hear this, if you hear nothing else...

MUFASA

That is the only reason we are here. In case you ever wondered.

Maybe it's the voice. The honor of this intimate attention. But something is sinking in. A child is growing a little, before his father's eyes.

MUFASA

Now, your zebra friend. If we did not hunt... his people would multiply wildly in their numbers... and eat all the grasses at once...

(beat)

...then they would all starve. And be gone forever.

Simba never thought of that. But he's thinking now.

SIMBA

Then we hunt them... so they won't starve?

MUFASA

No, son. We hunt them so we won't starve. You see, the Lion in the Moon has a plan... that works for us all...

Just above a whisper. Because this is the point...

MUFASA

If. We take responsibility. For our share of it.

A held look between them. We see Simba deeply affected.

MUFASA

You asked what we're going to do...?

And now he smiles.

MUFASA

We've started.

He turns to go. A beat, and Simba lopez to his side. So proud to be there. They head off together, leaving the whistling thorn to sing its lament.

EXT. AN ENDLESS SALT FLAT - DAY

The sun blasts like a blowtorch. The two lions trudge on and on, tiny against the shimmering vastness that has no seam, only a pale horizon blending with the empty sky. A cloud of creamy dust follows in their wake, overtaking them when first Simba, then Mufasa, comes to a halt. Simba's tongue droops from his head, dry as a corn husk.

MUFASA

Come on, let's get a drink.

The young lion cranes his head from horizon to horizon, as if expecting, from the tone of his father's pronouncement, to find a tavern on the corner. He looks back, puzzled and twice as parched for the suggestion, to find Mufasa staring keenly into the sky.

MUFASA

Now we could use old Zazu. Of course any bird will do in a pinch. Ah. There.

Mufasa takes off running. Simba watches him, puzzlement turning to astonishment, then looks overhead to find what caught Mufasa's eye.

HE SEES A SINGLE AVOCET soaring through the cloudless blue.

SIMBA still doesn't get it, but doesn't want to be left behind. He dashes after Mufasa.

EXT. THE BLUE SKY - ON THE AVOCET

Who, AS WE FOLLOW, does a wing over and drops down and down and down, curving into a gravelly depression full of dead weeds, gliding into a crater with a spring-fed pool at its bottom, the spring caused by some geological anomaly; the kind of place you could die of thirst ten feet from, never knowing it was there, unless you were a bird.

But this bird hardly gets a beak-full before Mufasa comes thundering up. The avocet flaps off with a squawk of protest as the great lion crawls down for a drink. Simba trudges up behind, eyes going big when he sees.

SIMBA

The bird.

He jumps down beside Mufasa, lapping and slurping with undisguised gusto.

Without missing a lap, the father glances at his son with that cagey half-smile and the son, lifting his head, fires back a full, toothy grin.

EXT. IN A STAND OF FEVER TREES - DUSK

The lemony trunks cast purple stripes onto the carpet of leaves that forms an arena for Mufasa and Simba, who spar on and on, the son throwing himself at his father, the father dodging each of his strokes with ease or worse, turning them into counter strokes:

Simba gets flopped onto his back, rolls, drags himself up panting, head ringing.

MUFASA

Once more. This time anticipate my move. Don't expect me to stand still.

Simba charges at him again, humiliation showing in his voice:

SIMBA

I already learned this stuff.

Mufasa sidesteps, slices Simba's feet out from under him with a flick of the paw, sends him nosing into the leaves.

MUFASA

So I see.

Simba gets up, swipes off the leaf stuck on his nose.

SIMBA

Mom taught me how to hunt.

MUFASA

But never. Anything that could fight back.

Simba flushes, leaps at his father once more; with predictable results. He stays down. Mufasa pads over:

MUFASA

(kind yet insistent)
Son, do you know what it is you're aiming for?

Simba glares at his father, fighting back tears.

MUFASA

This isn't like taking down a gazelle where a claw in the haunch will do.

(MORE)

MUFASA (CONT'D)

There's only one place that matters in a fight between lions, and every lion knows where it is, and will strike for it, and every other lion will protect it to his last ounce of strength.

Curiosity roused, Simba's self-pity begins to ebb. Mufasa leans down, exposing the base of his neck below his mane, the very gesture an act of faith.

MUFASA

There. At the spine. Where the mane ends.

He lifts his head slowly, stares his son dead in the eye.

MUFASA

You see, all this shag has a purpose. Like the turtle's shell, or the rhino's hide; it is our armor. And to win a fight against another lion you must pierce that armor; while making sure your own is never pierced. Here--
(flicking his head)
--up.

The young lion hops to. Mufasa, while lecturing, demonstrates the moves in slow, fluid motions.

MUFASA

If your enemy knows you are attacking, he will defend himself. But... if he thinks you are vulnerable... he will rush in for the kill. And forget his own defense.

Mufasa feints suddenly, and his son flinches. The father pretends not to notice.

MUFASA

So it makes sense, *though very few know it*, that the best time to move against your enemy is when he thinks you are most exposed.

Simba's baffled look brings a smile to the great warrior's face. Mufasa takes a step away and places himself at a forty-five degree angle to his son.

MUFASA

Come at me.

Simba hesitates, knows he's going to get it somehow, but is too hooked in to resist.

He lunges at his father, who, not a micro-second too soon, drops suddenly and rolls INTO the charge, coming to his feet as Simba tries to lurch back in response, the lurch robbing his thrust, while Mufasa springs up with full power, parallel to Simba's spine. He pushes his son to the ground, teeth set for the killing bite, the whole move over in a quarter second. Simba is so stunned, so impressed, he laughs. His father smiles.

MUFASA

You try it.

The boy nods, jumps to his feet, sets himself at the forty-five degree angle, waits for Mufasa's move. But when Mufasa lunges Simba doesn't respond quick enough; they end in a heap, Simba belly up, Mufasa on top. Simba yanks himself out, bounds up:

SIMBA

Again. Let's do it again.

Mufasa nods. They set up. But this time Simba moves too soon: he rolls and comes up to smash into Mufasa full front. He pulls away, shaking the kinks out of his neck.

SIMBA

One more time, okay?

Mufasa nods once more. This time Simba gets down in time, his roll is good, but his spring up is off balance and he ends with a bite of Mufasa's tail. He spits it out, disgusted with himself.

MUFASA

Very good. You've got the motions. The rest is practice.

SIMBA

Once more. Just once.

Mufasa notices the shadows knitting together, the lemon color fading from the fever trees.

MUFASA

Well now, you've got me pretty worn out. Why don't we find a good spot and lay up for the night. We'll work on it more tomorrow. You mind taking first watch?

Simba wags his head: he doesn't mind at all.

EXT. A STUNTED KOPJE NEAR THE FEVER TREES - NIGHT

Mufasa sleeps deep, stretched out and comfortable on the smooth rock, bathed in fleet moonlight, while Simba sits beside him, taking his guard duty very serious, fighting off waves of weariness, peering into the night at each new sound.

And sounds there are: the fever trees HISS and frogs BELLOW and mosquitos WHINE and crickets CREAK-CKEAK with gossip decipherable only to them. But despite the din, or maybe because of it, Simba's gaze floats upwards.

HE SEES THE FULL MOON, dodging from cloud to cloud like a fan dancer, face round, yellow, with the unmistakable likeness, if you stare long enough, of an ancient and sage lion.

A jackals YIPS in the distance. A guineafowl SHRIEKS. Simba's eyes dart down to see if his father heard what he just did. Mufasa slumbers on, his canines exposed in a dreamy smile.

And all this time a YELLOW COBRA slithers up, keeping low, tongue busy, easing in behind Simba, coiling out longer and longer, six feet... seven... eight... silent and sinister and merciless, iridescent in the blackness. Simba's eyes flit back and forth, here and there, but in the wrong direction. The cobra inches closer, closer, raising up, hood blooming into a flower of death, eyes gleaming with it, leaning back for the strike when;

MUFASA'S EYE blinks open;

HIS PAW snaps out;

HE backhands the snake onto the rock, crushing it with a single blow, flinging away the halves.

SIMBA slides off the rock in terror. He peeks over, trembling from head to toe, speechless, eyes saying everything: how-how-how did you know? Mufasa smiles his very small smile:

MUFASA

With some guards. You sleep with one eye open.

He throws a paw over his son's shoulder, scratching the kid's scraggle of a mane with unbound affection; and

DISSOLVE TO:

EXT. THE MEERKATS' DOMAIN - DAY

A termite mound, house-sized and prehistoric, carved by wind and time into an egg shape, pocked like a sponge, sits on a loamy ridge, commanding a view of the parched countryside.

WE MOVE IN to the tippy-top of the mound, where a pair of MEERKAT SENTRIES, each no bigger than a squirrel, with pointed pink noses and black raccoon masks around their eyes, swivel their heads like tracking radar. Suddenly one of them locks in. He ribs his companion, speaks in a spritely Capetown accent:

SENTRY #1

Eat's him. Dere. Got to be.

SENTRY #2

Naaa.

SENTRY #1

Got to be.

SENTRY #2

But who's dot wit 'im den?

SENTRY# 1

Don't know. But dare comin' diss way, sure.

The two meerkats lean down and bark a warning. What follows is a madcap scramble at a SAC base: meerkats pop out of holes everywhere, running this way and that, in circles, up the mound and down again, hopping through the air like circus acrobats, conferring in pairs, groups and family units, mother meers herding their children, elders scolding young bucks, ancients scolding elders, the uproar incredible, while TIMON VANDERMEER, headman of the meervillage makes himself hoarse trying to bring them to order:

TIMON

Silence! Silence!

Two huge shadows fall over the group. In a flash the Rangers form into a phalanx facing the shadows, silenced.

TIMON

SILENCE!!!

Timon realizes they already are. He notices the lack of light on the back of his neck. He pivots around sheepishly;

HE SEES MUFASA standing before him, backlit and towering, and beside him a stranger: Simba.

MUFASA

My good Mr. Vandermeer, what a pleasure to see you again.

TIMON

Your eminence, da pleasure ease all ours. What strapping lad ease dis den, your son?

MUFASA

My son indeed. Simba.

Timon bows deeply. Simba smiles and nods down in return.

MUFASA

But now, do my eyes grow dim or are there new faces among your ranks?

TIMON

Ach! Your eyes are ever da orbs
of piercing wisdom, my lord.

Timon turns, motions with a paw to the mass of meers, from which
a half-dozen babies emerge, shy and giggly, pushed forward by
their mothers.

TIMON

Dis ease Desma, Jamila, Mandisa,
Ozina, Lambisa and, and...

The nameless MEER BABY jumps out, squaring off with Mufasa.

MEER BABY

Nute!

MUFASA

(laughing)
Hello, young Nute.

EXT. IN THE SHADOW OF THE TERMITE MOUND - NIGHT

Simba and Mufasa sit in a circle with Timon and several MEERKAT
ELDERS, who discuss the state of their state in a somnolent
fashion while the rest of the meerkats watch from a respectful
distance.

ELDER ONE

...And snakes, many many snakes.

A nubile MEERKAT MAIDEN slides up to Timon, proffering a leaf
full of slimy, translucent slugs. He nods his approval,
gestures toward his honored guests.

ELDER TWO

Yes, dis ease da worse year ever
for snakes. Snake behind every
bush.

The mermaiden stops before Mufasa, who, without flinching, pops
one of the delicacies into his mouth, feigning relish, not
forgetting to give the maiden a flirtatious wink for her
troubles.

ELDER ONE

And da bat-eared foxes, day've
come down from da Sangorogoro
again, come down in droves.

Simba stares on in disgust, then finds himself face to face with
the maiden, who raises the leaf to him. Mufasa glances over,
nods: buck up son, this is diplomacy. Simba grimaces, picks
one out and chucks it down, shudders, can't manage the wink.
The mermaiden moves on.

MUFASA

I think my son wants another.

Simba can't believe this is happening.

MUFASA
(to his son)
It's an aquired taste.

The smiling maiden is before him again, obviously very proud of her wares. All eyes shift over. Mufasa pantomimes the flirtatious wink, nods him on. Simba takes a slug, masters his revulsion, gulps it down, doing the little wink, the demi-smile, seeing the mermaid's response, almost feeling the quickening patter of her heart. His smile goes full.

ELDER TWO
(back to business)
...And da Mbala pride lions have
crossed da Ndonga river.

MUFASA
(very calmly)
Yes, I know.

That gets Simba's attention. A subtle glint appears in Mufasa's eyes, he leans toward the elder, speaks casually:

MUFASA
Tell me, exactly how far have the
Mbala lions come? Have they come
say... past the Ngorongoro ridge, above
the dry riverbed?

TIMON
We 'ave seen dem come to da crest
of Ngorongoro ridge, your eminence.
But day go no further.

Mufasa nods, keenly interested. Simba looks at his father, realizing this has something to do with their journey, the prospect of it, of facing lions, sending a chill up his spine.

EXT. THE MEERKATS' DOMAIN - DAWN

The meerkats are lined up to wave goodbye as Mufasa and Simba depart. Timon runs along at their side.

TIMON
Don't be such a stranger next
time.

MUFASA
Your hospitality will always bring
us back, my friend.
(to all)
Goodbye.

The meerkats, including Desma, Jamila, Mandisa, Ozina, Lambisa and Nute, shout "goodbye" en masse, waving and cheering as the lions move off.

CUT TO:

EXT. THE BANKS OF THE GREAT GREEN GREASY LIMPOPO RIVER - DAY

The two lions come to the edge of the river, made dark by the mesh of branches overhead, and walk along its banks, Mufasa searching for a crossing spot he knows, discoursing as they go:

MUFASA

Have you noticed what a superb huntress Nala is becoming?

SIMBA

I'm getting pretty good too.

MUFASA

Of course you are. But now that your mane is filling out, you'll find it harder and harder to conceal yourself in the short grass; a distinct disadvantage in the hunt.

He finds the spot, examines the river up stream and down, eyes gliding over every inch of the glassy surface while he talks on:

MUFASA

Only one reason why they are so splendid at the job. While we are not.

SIMBA

But we're more important, right?

MUFASA

Are we?

His eyes still roam the river, the opposite bank. Simba is oblivious.

SIMBA

Sure. They wouldn't be able to hunt, or do anything, if we didn't keep them safe.

His father doesn't seem to be listening. Simba urges:

SIMBA

Girls are bossy, and think they're great. But in the end, the big stuff comes down to us.

MUFASA

Well, I'm glad to see you've got
your own point of view...

Simba grins. Believe it.

MUFASA

Now, if you want to be a king.
All you need to learn...

And he wades out into the water.

MUFASA

...is everybody else's.

Simba's grin disappears. He calls out:

SIMBA

What does a king care what anybody
thinks?

He dips a paw in, shivers, makes a face, but plunges in the
moment his father looks back. Then...

MUFASA

Kings need help. Kings need
trust. Why would anyone trust
you... until they know... you
understand their heart?

And Mufasa swims away. Simba follows, up to his neck now, dog-
paddling across, starting to get the feel of swimming, rather
liking it.

Without warning and without making a sound, Mufasa submerges,
vanishing into the murky water, leaving not so much as a ripple
to mark his departure. Involved in his aquatics, Simba doesn't
notice at first, but when he does it sends a chill up his spine.
He swings his head around. *His heart stops dead.*

HE SEES AN ENORMOUS-GARGANTUAN CROCODILE, fattened on a diet
of elephant babes, *coming right for him*, jaws swinging open,
brimming with jagged incisors, breath like the stench of doom.

SIMBA forgets how to swim, flails in ground-zero panic.

THE CROCODILE bellows, mouth FILLING the screen as he rockets
forward. But Mufasa intercepts, exploding out of the water at
the last possible second, smashing the croc in the belly,
spinning him onto his back.

The croc writhes, shudders, his tail slashing, sending up depth
charge spews, head arching around to get at the great lion who
bites into his belly for all he's worth.

They drop under, come up, drop under, whipping the water into a hurricane frenzy, churning up silvery mud, the croc wrenching and twisting, improving his angle, jaws snapping, head corkscrewing, eyes lit with Satan's bright fire, Mufasa clamping on again and again, digging claws into the monster's flanks, refusing to yield.

SIMBA, bobbing like a cork in the Titanic's wake, fights for a grip on himself, *KNOWS* he must help, searches for an opening in the flailing confusion. He flings himself onto the serpent's tail, which snaps like a whip with a mind of its own, sending him crashing.

It hurts. Hurts like hell. The young lion fights for his bearing, *KNOWS* whatever he feels is nothing compared to his father. His face takes on an aspect we have never seen, fear vanished, veins filling with pure adrenal *RAGE*. He throws himself in again.

And again the croc's tail whips demon-like, hammering Simba into the water, battering him senseless, flinging him away.

SIMBA rights himself, his ears screaming, head pounding, then turns to charge once more into the breach.

HE SEES THE CROC DRAGGING MUFASA under in a whirlpool of muck and entwined limbs.

Frantic, he splashes to the spot, which subsides to a boil, then smooths out completely, opaque and ominous, reflecting naught but the canopy above. The stillness stretches on and on, hanging like fog, choking Simba with dread. A lone korhaan PIPES in, mocking and cruel.

The water begins to churn, then bubble as if a submarine were coming up. Two yellow eyes break surface in their scaly cupolas, followed by the pointed snout, the sawtooth back and finally by a serene, jagged smile. Simba's stare widens as he looks the croc in the eyes. Suddenly the monster...

...rolls belly up, smile inverted... and glides off with the current, dead as driftwood.

Mufasa comes up next, squirting out a stream of water, face lighting with relief at the sight of his son, darkening an instant when he sees the boy's shock, his dread, his sense of failure. Mufasa looks his son in the eye, a deep long look, a look of comprehension and of pride.

MUFASA

We make a good team. I couldn't have done it without you.

It may be a lie, or mostly a lie, but it works: Simba beams, prouder than he's ever been. Mufasa smiles too, nodding toward the riverbank.

MUFASA

Let's, before his big brother
comes along.

Simba jumps. Mufasa laughs. They cross the river, laughing together.

DISSOLVE TO:

EXT. THE NGORO RIDGE - DAY - ON THE THREE MBALA LIONS

Standing shoulder to shoulder in the short grass, three tickbirds in attendance, staring down the slope at something in the dry riverbed below. They are all three full grown and fearsome, powerful and proud, with a shared dignity running between them, the center lion, with his gray streaked mane and shrewd eyes, clearly the ELDER STATESMAN.

THEY SEE MUFASA AND SIMBA, small below them, crossing the rock strewn bed, stopping an instant before starting up.

SIMBA AND MUFASA look up, see the lions watching them from the heights.

SIMBA

What are they doing?

MUFASA

Saving us the trouble of a search.

SIMBA

But, there's three of them, Dad.

MUFASA

Then I guess you better come with me.

Simba nods, looks back up the ridge, shivering a secret shiver, gritting for his first fight, trying to match the unflinching stride of his father as they march up.

They reach the top and face the Mbala males in tense silence, each lion sizing the others. Simba does a fair impression of his father, face calm, eyes steady. The Mbala exchange a look: this youth will be a factor if it comes to a fight.

The three tickbirds burst into speech all at once, overlapping and interrupting in chaotic, noisy legalese:

TICKBIRDS

The provisions of subdivision A
and C of paragraph seven in the
general canon of lionic law
specifically state... Not
forgetting the very pertinent
subdivision D of paragraph nine...

(MORE)

TICKBIRDS (CONT'D)

Which in effect herewith
 replaces... But cannot be
 applicable in all cases to...
 In matters of disposition of a
 pride property or portion therein,
 thereof or thereby... Or any of
 the rights referred to or at an
 arms' length transactionary
 consideration... Be it in full
 or in part... Attached or non-
 attached...

Mufasa and the elder Mbala lion share a knowing, lid-heavy
 glance.

MUFASA

Can we do this without tickbirds?

The elder nods, cuts off the birds with a wave of his paw.

ELDER LION

Take a break.

The tickbirds look at each other with the same offended
 pomposity as Zazu then, puffing their chests, flap off. The
 Elder and Mufasa share a commiserating grin.

MUFASA

Our two prides have shared the
 Ndonga river as a common border
 for generations, since the first
 sunrise, as our good counsellors
 might say. Not always in peace
 but always with some measure of
 understanding.

ELDER LION

True enough, Mufasa, but now--

MUFASA

--Hear me out. I know the river
 has changed course, carving deep
 into your territory, making it
 difficult for you to sustain your
 proud lionesses and many cubs...

YOUNG MBALA LION

That's exactly why--

The Elder throws the Young Lion a scalding glance, switching
 him off, then offers a look of apology to Mufasa, who, with no
 more than the flick of an eyebrow, dismisses it as an
 indiscretion of youth.

MUFASA

When I heard you stopped at this
ridge. I knew of your respect.
For me... For those who depend
on me...

A quiet smile.

MUFASA

That respect is now returned. This
ridge shall be our new border...
from this sunset to the end of
time.

ELDER LION

Well said, Mufasa. And agreed.

Simba watches as the two lions sign the agreement with an
understanding glance, the best signature there can be.

MUFASA

I'm glad you have met my son.
In days to come, your sons and
he may have need to counsel.

The Elder lion looks at Simba, marking him well.

ELDER LION

We'll not delay you. Safe
journey.

Mufasa motions to Simba, they turn to leave.

ELDER LION

Mufasa...

They look back.

ELDER LION

You may be interested to know,
we've seen that huge rogue again,
prowling between the borders.
The one with the scar.

Mufasa knows the one, nods his thanks, and;

CUT TO:

EXT. THE NDONA PRIDE ROCK - NIGHT

The moon glows. Tall grass bows to wandering breezes. The
Ndona lionesses hold court over the darkness in their usual
sybaritic manner. They surround Mufasa, who sits among them,
basking in their affection after the journey, making their
hearts race a little with his presence, making them blush even,
like young navy wives when their midshipmen return to port.

And below them, sitting on a lip of rock half hidden from their view, WE SEE Nala and Simba, definitely under the influence of this languorous moon, more intoxicated than the oldsters because the taste of it is new. Nala, still the sophisticate, makes eyes at Simba, not believing a word he says, admonishing and encouraging at once, while he relates his tale of high adventure with more enthusiasm than Odysseus:

SIMBA

...This wasn't a crocodile, this was a tree with jaws. Even the king couldn't handle him alone, so...

(popping up,
demonstrating)

I jumped on him and he *smashed* me with his tail and I jump on him again and he *smashes* me again...!

Nala nods, egging him on for the pure pleasure of his gaze.

UP ABOVE, the lionesses speak to Mufasa in hushed, persuasive tones, eyes sultry, voices siren like:

DIKU

...Why not? Just for tonight.

DWALA

You've been away so much lately.

SARABI

You need to rest, Mufasa... really... stay.

Need we say Mufasa is not made of wood, and therefore getting to his feet takes more will than facing ten crocodiles:

MUFASA

No... As long as that rogue is somewhere about, I must patrol our perimeter.

He turns, walks to the lip of rock over Simba and Nala. The kid is still acting out his exploits:

SIMBA

...We climb to the top of the ridge and face off with them. Nobody says a word. Not a single word. We just stare. We knew we were outnumbered, but they knew who they were dealing with.

MUFASA

Simba. We have a night's work ahead.

Simba rises, takes his place beside his father, tossing a last look at Nala, who, as if Mufasa's call was a confirmation, suddenly sees Simba anew. Simba notices the change, the sparkle in her eyes, the glowing cinder of a passion hopping the gorge of doubt, of childhood, ready to sprout into a flame. Without a second look he trots off with his father and Zazu, the happiest lion on earth.

DISSOLVE TO:

INT. THE HYENAS' DEN - DAY

Light blasting in from outside silhouettes two hyena thugs posted as lookouts. Baasho rushes up, dashes past them into the darkness.

WE LEAD HIM as he winds deeper and deeper into the black depths, plunging through a narrow neck, eyes glinting in the dim light. He comes to an inner chamber, an underground Pantheon, domed and damp-walled, light slashing in from a hole above, and finds Banagi holding forth at its center, raised on a throne-like rock, half hidden in shadows, surrounded by a cadre of five hyenas with two more standing below him, flinching as he lectures:

BANAGI
(even and quiet)
...A poor confused hyena, who does
not understand that defiance has
consequences. Please... explain
to him. Clearly.

The two goons nod, bow, depart. Baasho glides up beside Banagi, whispers in his ear. Banagi's eyes start to glow, ignited by what he's hearing.

EXT. THE BORDERLAND OF THE NDONA PRIDE - DUSK

Scar sits on a carpet of moss in a marshy clearing below a ridge. Banagi lopes down and stops in front of him, cool as gazpacho. The lion looks him up and down, lip curling.

BANAGI
What a pleasant surprise. Welcome.

SCAR
(snarling)
Run away, hyena.

BANAGI
If you insist. I merely wanted
to make you... feel at home. It
isn't every day we see a lion of
your... prowess. I fancy myself
a, well... connoisseur of lions.
(MORE)

BANAGI (CONT'D)

And I've become intrigued by your strength, your single-mindedness, your... regal bearing.

Scar, neither immune to compliments nor gullible enough to miss the irony of "regal," stares at the hyena: what exactly are you selling, insect; while Banagi, knowing the lion is sniffing his bait, takes a step closer.

BANAGI

That's why it's always puzzled me. That's why I've always wanted to ask-- why *did* you run away from Mufasa that day?

SCAR

I had my reasons.

BANAGI

Of course, yes, I'm sure you did. A lion *always* has his reasons. And I'd never be presumptuous enough to guess what they might be. But still. Imagine. If you had an organization, an organization of loyal, powerful allies who could, shall we say, back you up; who could... insure your success. Yes. Then. Then maybe your reasons might change. Maybe you could... overthrow Mufasa.

SCAR

With hyenas? Don't waste my time.

BANAGI

We, sir, are not like other hyenas. We could run the kingdom for you, do *all* the dirty work, patrol the borders while you pass your days in the company of the lovely lionesses of the Ndona pride.

SCAR

(scoffing)

A half-dozen hyenas are of no use to me.

BANAGI

Ah, but sir...

Banagi faces the ridge, gives out a BONE-CHILLING CALL, then calmly turns back:

BANAGI
...we are. A bit more. Than a
half-dozen.

Scar looks up to the ridge;

HE SEES FIFTY OR MORE HYENAS lined up, more than you can count, a veritable army, backlit by the fading sun, shadows casting down the escarpment, long and purple, faces inscrutable like Comanches looking down on an iron horse.

Scar's amazement. And then his slow smile. Banagi's appraising glint, watching this.

He walks fully up to Scar. Sits directly in front of him. Inches away. Quietly...

BANAGI
To begin. A humble suggestion...

CUT TO:

EXT. THE NDONA PRIDE ROCK - DAWN - ON BANAGI

Bowing deeply before;

MUFASA, who is a little surprised, and more than a little suspicious, to see the hyena at this hour. Simba and the lionesses are arranged around him, their morning rituals interrupted by this early visitor, while Zazu, coming awake in Mufasa's mane, stares at Banagi like the Grand Inquisitor.

BANAGI
I'm terribly sorry to bother you
my liege, terribly sorry... but
there is a most disturbing
business at hand and I felt you
should know about it right away.

Banagi regards Mufasa's cool stare...

MUFASA
Well, go ahead. I'm waiting.

The king's hard eyes bore in.

BANAGI
One of my colleagues, Baasho, was
caught by this lion, a rogue.
Caught alone you understand, and
forced to bring me a message for
your ears...

Is Mufasa buying this? His tail twitches, and Banagi flinches instinctively.

BANAGI

It is a challenge, my lord. The
rogue demands a fight to the
death. You and he alone. At the
fire tree bridge.

MUFASA

Does he? And what would you advise
I do...?

Banagi offers delicately...

BANAGI

He is a *big* lion, my lord. Perhaps
too big. The one...

MUFASA

...With a scar across his face.

Banagi nods. That one.

MUFASA

But I'm waiting. For your advice.

Sadly...

BANAGI

I think my lord, the ladies here,
and the rest of us, need your
presence in this kingdom. I would
not risk that on the audacious
dare of such a brute.

MUFASA

You think I'm overmatched.

Banagi's eyes flick to the others. The stakes are clear to all.
He smiles politely...

BANAGI

I think I could set an ambush,
with several of my most loyal...

MUFASA

A lion. Who needs hyenas to rule.
Is not much of a lion. With all
respect...

Banagi nods, takes no offense.

BANAGI

Then again, my lord. Wisdom.
Is the best part of bravery.

Mufasa looks to the distant hills, eyes furrowing as he thinks
out the situation. Zazu grits his beak at the hyena:

ZAZU

It stinks, my lord.

Banagi's eyes flit up to the bird, eyes narrow: don't meddle little twerp; but Mufasa is too deep in thought to heed Zazu.

Simba comes forward, stops beside his father, hesitates, knowing he's out of line, that Mufasa may be angry.

SIMBA

Papa, maybe we could ambush him.
One from the front, the other
behind. Like we did the
crocodile.

Mufasa turns, gives Simba the slightest of nods, the tiniest of grins, not angry with his son at all, but rather proud that he would suggest it, proud that it might just work. And in those fleeting moments Banagi is struck with a new worry: the son, the son, he is a factor...

MUFASA

(to Simba)

No. There will be no ambushes,
no tricks. The way this all has
been... structured...

And on that word, his glance goes straight to Banagi.

MUFASA

I could no longer lead
effectively. Unless I do this
alone.

Tells the hyena...

MUFASA

As much as it pains you, loyal
Banagi. Tell the rogue he will
have his moment. At high noon.

A held stare between the two. Banagi bows...

BANAGI

As you command.
(to the lionesses)
Ladies...

Meets every eye. His future subjects. And lopes away.

CUT TO:

EXT. THE FIRE TREE BRIDGE - DAY (HIGH NOON)

A hot wind whistles through the gorge. The sun slams down.

The ancient acacia that fell during the great brush fire sits black and branchless, hollowed by flame, forming a causeway that only one animal at a time can cross, running from the steep wall of the gorge to the arena-like plateau isolated in its center. There is no other way to get to the plateau, and no other way to get off, save straight down. The plateau itself is slightly lower than the walls of the gorge so that spectators have a clear view. And though flat in the center like a boxing ring, it is cluttered with rocks, depressions and clumps of brush around the edges.

A LATE VULTURE wings in and stalls, knocking into the crowd of spectating vultures and jackals, who line the far rim.

LATE VULTURE
Did I miss anyt'ing?

BANAGI sits on the near rim, icy as ever, surrounded by a contingent of henchmen. Baasho is strangely absent.

THE NDONA LIONESSES arrive, taking their places near the base of the acacia, aloof and, truth be told, nervous, though too proud to show it. Simba sits next to his mother. Nala weaves her way through the lionesses and sits beside him.

SCAR stands at the very center of the plateau. He ROARS a wrathful roar that sends a shudder through the ranks of spectators as;

MUFASA comes over the rise and steps up to the black causeway, Zazu riding at attention in his mane. The king crosses the gorge, steady, unflinching, an icon of majesty, neither fear nor rage showing on his face, his bearing sending a quiver through the crowd. He stops at the end.

MUFASA
It is time, Zazu. Remember what
I said.

Zazu springs into the air, makes a sweeping bow before his master, flits off to settle on a rock by the lionesses.

Mufasa steps onto the plateau. The two beasts circle in like gladiators, bodies lowering, tensing, muscles standing out like wrought iron, Scar growling; snarling, exposing his yellow teeth, Mufasa silent and stone faced, the two most frightening, most lethal things on earth. The tighter their death-dance gets the clearer Scar's size advantage becomes.

SARABI looks on, face rippling with stifled emotion.

ZAZU looks on too, face stern, official, but knees twitching.

SIMBA'S EYES are pinned to Mufasa. He mirrors his father's expression, can feel the tension as if he were standing before the demon beast.

BANAGI eyes Mufasa too, but unlike the others he has the trace of a satisfied expression on his face, like a kingmaker at a convention.

SCAR FLINGS HIMSELF AT MUFASA and the fight begins, his claws tearing, roars ripping the air. Mufasa breaks away, dodges Scar's follow up, dances to his side and launches into the huge beast like a lightening bolt. Scar pulls away this time, stunned by Mufasa's agility. He roars, charges again. Mufasa moves again, moves constantly, avoiding the huge beast's frontal assaults, nimbly twisting away from his frenzied claws, biting his flanks, rolling, biting again, wrenching away before the beast can close.

Realizing Mufasa is too fast to catch with a charge, Scar moves in slow, expecting to back his foe into the gorge. But Mufasa counters, leaping claws first into Scar, who recoils in surprise. They fight head on, tight in, gouging and shredding, a battle of attrition, impossible to watch, impossible to win. Mufasa stays tight, getting in his share, wearing down the huge beast who can't manage, for all his advantage, to strike a coup de grace.

They break apart again, lungs heaving, eyeing each other, circling, both feeling the punishment, Scar more battered than he ever thought he would be. Mufasa stops, gets into position for *the move*, exposing his flank to attack.

SCAR stares, not sure what to make of it.

SIMBA, looking on, knows what's up, quakes with anticipation.

BANAGI stares too, instincts alerted. What is this?

SCAR charges. Banagi sends a warning YIP, as...

MUFASA dives, rolling into Scar. Surprised, Scar rears back, as we expected. But just as Mufasa springs up over Scar's spine...

Baasho and three confederates LASH OUT from their hiding places near the hollow acacia and sink teeth into the king's ankles, tendons, tail. As Mufasa is distracted...

Scar DODGES the death blow. Rolls, stands, as surprised as Mufasa, even more furious. Snarling at Banagi...

SCAR

Call off your hairy dogs! You
promised it would be just me and
him!

SIMBA is stunned. He turns toward Banagi.

ZAZU turns too, indignant, fuming.

THE LIONESSES AND NALA rise in a group, to face the sinister hyena.

BANAGI rises with them, as does his contingent of henchmen, who are joined by another FORTY HYENAS who spring from nowhere to stare the lionesses down, daring them to try something: standoff time, swords drawn, spears ready, stone silence.

BANAGI
(to Scar, nonchalant)
As you wish.

He nods to Baasho and the goons, who back to the edges of the plateau.

MUFASA watches them back away. Wheels crank in his head. For the first time there is the slightest, muted trace of desperation in his eyes, as if he can see the future, a future he doesn't like. His glance flicks from Banagi to Sarabi to Zazu...

And then to his son... Something he can't say aloud. He can only try to tell him with his eyes.

SCAR
Are you ready?

He faces the beast, nods, knowing Scar will opt for a close in slugfest. He does not back away. They rear up, smash together. Claws and flesh tangle, cleave. Teeth sink deep, locking them in shuddering, rending violence. Mufasa stays in there, valiant, unflinching, giving what he gets; but Scar's weight and size cannot but come into play, cannot but wear Mufasa down, cannot but push him to the desperate edge of exhaustion.

They break off, stagger apart. Mufasa knows he won't last another round, knows it's all or nothing, knows he *must* take a chance. He sets up for the move.

NALA TURNS TO SIMBA whose eyes are glued to his father.

SCAR, just like earlier, charges; but as Mufasa rolls into him, Scar leaps *straight up* and before Mufasa can rise Scar is on his back, jaws snapping down, and;

BANAGI'S EYES dance with murderous glee, as;

THE LIONESSES, frozen in horror, hear the CRACK of bone, the ROAR of anguish, and;

SIMBA glares like a madman, electric with wrath, and;

ZAZU shudders, tries not to freeze up, as;

SCAR ROARS a demonic roar of victory.

SARABI TURNS TO SIMBA, eyes frantic:

SARABI
Run! Simba! Run!

Instead he charges toward the bridge, determined to avenge his father.

BANAGI nods. A WAVE OF HYENAS, half the army, form a line between Simba and the fallen tree. The young lion stops, stares them down, out of his mind with rage, ready to take them all on.

NALA bounds forward, ready to stand with him, needing to be there. Her mother cuts her off midway:

NAANDA

Nala. You can't.

The hyenas sweep in, step by step, the ends of their line swinging down around Simba, threatening to encircle him. Zazu flits over, hovering directly in front of him.

ZAZU

Flee! Don't you hear?! Run!!!

Simba doesn't budge. The hyenas keep inching in, none of them anxious to make first contact, wanting someone else to take the brunt. Simba roars, lunges, pushing back this bulge then that, Zazu shouting the whole time:

ZAZU

...Get out! Go! Don't do this to me!

He flits down, shouts directly into Simba's ear:

ZAZU

You have to take a crocodile by the belly-- if you stay on top you're done for.

SIMBA looks up, eyes seared. He's listening now. Nala dashes closer, voice liquid:

NALA

Did you see your father's eyes?
He needs you to live. Now run.

He turns. He runs. Zazu right behind.

THE LINE OF HYENAS think they've done their job; they relax, watch the young lion run off, glad to have their skins. Banagi gallops into their ranks, furious:

BANAGI

After him you imbeciles, and don't come back without his tail between your teeth!

A gang of hyenas races off, Baasho at their head, cackling and howling like banshees.

EXT. THE BORDERLAND OF THE NDONA PRIDE - DUSK

Simba races down the ridge, the gang of hyenas right behind, yipping and yowling, snapping at Zazu when he flies low.

EXT. THE VAST EAST AFRICAN STEPPE - DAWN

A herd of inky gnus grazes in the tenuous light. Their heads flick up, eyes glowing pink. They scatter, opening like a curtain to reveal Simba, panting hard, plunging through their ranks, Zazu still trailing, the hyenas close behind.

EXT. THE AFRICAN STEPPE - DAY - ON SIMBA AND ZAZU

Driving forward under a blazing sun, tongues hanging out of their heads. Simba turns, looks back.

HE SEES THE HYENAS, still behind him, drawing closer.

BAASHO
(sniggering)
You can't outrun us. We can run
forever.

SIMBA faces forward, doubles his efforts.

EXT. THE AFRICAN STEPPE - NIGHT

A pudding moon sits on the horizon, its feline face distant and cold. The silhouette of a young lion dashes through, then a tickbird, and right behind them a pack of cackling hyenas.

EXT. THE ENDLESS AFRICAN PLAIN - DAWN

A red sun creeps onto the earth's cold sill, refracted in a thousand dewdrops hanging in the grass. Simba and Zazu still flee; the hyenas still chase them.

But a day and night of running have taken their toll: the antagonists rasp for breath, eyes bugging out, faces flush. First one hyena then another slows to a stop, slides to the ground, wheezing and huffing. Even Baasho stops, rocking on his feet like a drunk.

Simba looks back, sees them. His legs tremble, refusing to take him further, crumbling beneath him. Zazu crashes down beside him, falling instantly asleep.

Simba stares across the distance at Baasho, and Baasho at him. The hyena can't stand it, growls at the absurd predicament and dashes forward before his will breaks. The other hyenas stagger to their feet and follow. Simba and Zazu jolt up, fueled by panic, and run on.

EXT. A DRY RIVERBED - DAY

Simba hops down into the dusty riverbed, scattering a convention of lizards, thousands and thousands of them, all jumping into crevices and under rocks. He gallops on, the hyenas plowing through behind him, Zazu straggling behind.

EXT. THE AFRICAN STEPPE - NIGHT

Black clouds boil overhead and the wind howls and dust devils whirl. Simba staggers on, Zazu dragging behind, eyes squinched against biting specks of sand, sucking in air by the sides of their mouths. Simba looks back.

HE SEES THE STORM whipping sheets of sand into phantom forms, the hyenas nowhere in sight.

SIMBA's face shines with relief: he's lost them. But then he looks again, face falling.

HE SEES THE HYENAS masked intermittently by the dust and dark, almost phantom forms themselves, trudging forward, heads hung low.

EXT. THE ARID FAR REACHES OF THE STEPPE - DAY

The sun rages down. Simba, eyes pink-rimmed with fatigue, tongue hanging like a ribbon, gallops on through a land of broken rock and no trees, nearing the end of his rope. He roars with agony. Behind him the hyenas, invigorated by his show of desperation, pour on speed, drawing closer and closer, stretching their necks to get a bite at his tail.

Wild-eyed, Simba whips around, catching the dogs off guard. He tackles one while the others fly past, sinks teeth into the hyena's neck, sends him scampering, shrieking in pain.

Baasho and company face about, close ranks, preparing for the finale.

Simba charges straight at Baasho who recoils on reflex. Dog and lion roll in the dust. Simba jumps up, sprinting away before the others can join in.

But now he's so exhausted he can't see straight. He dashes head first into a rock. SMACK!

Baasho lets out a cackle, dives for the lion's back but Zazu zips down, claws the hyena in the nose, distracting him a precious instant, dodging his swipes, giving Simba just time to straighten out his eyes and dash off.

The race is on again in double-desperation, Baasho furious, the hyenas infected by his frenzy, Simba pushed to his red-line limit, Zazu flying at his side like a pacer:

ZAZU

Come on, come on, you can do it.
That's it. You got it. Go. Go.
G--

But Simba doesn't have it. He looks back in horror as Baasho makes a triple-effort and clamps onto the end of his tail, splaying on his belly to drag the lion down.

ZAZU

--Stop!!!

Zazu shoots into space. The earth disappears from under Simba. The troop of hyenas, save Baasho, fling over a cliff edge, dropping out of sight:

HYENAS

Ieeeeeeeeeeeeeeeeee!!!

Baasho backpedals frantically, dragged to the very brink by Simba who dangles over the edge, flailing the air, suspended by his tail. The tail stretches like taffy, longer, longer: SNAP!

The recoil flings Baasho back, tuft and tail in his teeth. He stares at Zazu, who hovers out of reach over the cliff edge, unable to peek down, flinching each time the horrible BASHING sound, like a sack of potatoes slamming and sliding, comes ECHOING up.

The hyena, lungs heaving like a steeplechaser, looks down over the edge.

HE SEES THE DEAD HYENAS at the bottom of the cliff, scattered like pebbles in a well, and sees the lion too, splayed out at a horrid angle, motionless.

He looks up, sneers at the devastated tickbird and trots off with his prize.

EXT. AT THE FOOT OF THE CLIFF - DAY

SIMBA lies among the slag, dead still, eyes closed, limbs jutting. Zazu flies down, hovers an instant over the body, face contorting with theatrical grief. He settles on a rock beside his fallen prince and buries his head in his wing.

SIMBA'S TAIL flicks, just once, but Zazu does not see.

A sullen wind whistles along the face of the cliff (building as the scene proceeds). A shadow flits by overhead, the shadow of a homely, beady-eyed VULTURE, big as a wolf, who settles down next to Simba and begins looking him over. Zazu looks up in alarm:

ZAZU

Stay away from there. Those are
the remains of royalty.

VULTURE

So? Sorry I didn't bring a napkin.

Sniggering at his own joke, the vulture steps up, ready to take a peck. Instead Zazu darts in and pecks him.

VULTURE

Hey! You two-bit tweetin' twerp.
Buzz off.

Zazu gives him the evil eye. The vulture sneers, leans in for a nibble, gets pecked again. He squawks, lunges after Zazu, who flits back, then flits in again, hovering like a wasp. They dodge back and forth, hopping and pecking in a half-airborne dogfight, making enough racket to wake the dead.

SIMBA'S NOSE wiggles; but the birds *do not* see.

The wind rises, building and building, spraying particles of sand, buffeting the birds, obscuring their combat. It builds into a full-blown dust storm, veiling the landscape, SCREAMING and hissing and whipping sand like waves in a gale. The vulture retreats, hunkering down to wait it out. Zazu takes up his vigil on the rock, struggling with all his might against the wind. The storm gets so fierce WE LOSE SIGHT of everything, the sun, the moon, the time of day, and we;

DISSOLVE TO:

EXT. AT THE FOOT OF THE CLIFF - DAY (THE NEXT)

The storm is gone, sand settled. Simba lies where we left him, buried in a dune with only his nose protruding.

The vulture has been made into soft sculpture, covered and crusted. He shakes sand off his head, cracks open an eye, doesn't see the pesky tickbird anywhere. He flaps the sand off his wings, frees his feet from it, tromps over and starts scraping it from the mound over Simba. Someone CLEARS their throat. He looks up.

HE SEES ZAZU pulling himself from a crevice.

VULTURE

(pained)
Still here?

Zazu gives him the evil eye. But then a series of shadows flit over. A half-dozen vultures, each as surly as the first, glide in and join their mate. He smiles at Zazu: now try something pint-sized. Zazu puffs out his chest:

ZAZU

Gentle vultures, please. These
are the remains of royalty.

The vultures look at each other: this guy's been out in the sun too long; then close in, scraping away sand.

Zazu jumps into their midst, pecking first one then the other. They squawk, lunge after him, smacking into each other as he zings back and forth between them.

But this time he's outgunned. The first vulture nabs him by the tail feathers, another by the wing. The others lean forward to peck him to pieces. Zazu flails frantically:

ZAZU

Gentle vultures! Please! These are the remains of--

Simba EXPLODES out of the sand, roaring like a volcano, sending the birds somersaulting in panic. They drop Zazu, wings beating to get away, screeches echoing off the cliffs.

Zazu yanks his beak out of the grit and stares up at Simba as if seeing a ghost.

Simba looks around, recollecting what happened. He looks to the top of the cliff, winces. Zazu winces too. The young lion stretches his limbs, working out the bumps and kinks, shaking blood into numb paws. Zazu scrutinizes him the whole time, mouth agape, brows working overtime, still not believing, expecting him to topple over any moment. Instead Simba peers out at the departing vultures.

SIMBA

I hate to say it but... I'm hungry. How about you?

ZAZU

There's nothing to eat for a hundred miles. Except gazelle, and they're too fast for you.

Simba still watches the vultures. Doesn't seem to hear.

SIMBA

Come on.

Simba takes off, limping at first, growing more steady on his feet as he goes, stretching finally into a full run, looking at the sky to adjust his route. Zazu watches him, doubly astonished, then looks overhead to find what Simba uses for a guiding star.

HE SEES HIS FORMER ADVERSARY, the vulture, soaring through the cloudless blue.

Zazu doesn't get it, but doesn't want to be left behind. He flaps his wings and flies after Simba.

EXT. THE BLUE SKY - ON THE VULTURE

Who, AS WE FOLLOW, does a wing over and drops down and down, gliding into a dry valley where a cheetah and gazelle send up a pie-wedge of dust in the last leg of their primal race.

The cheetah leaps. They crash, roll, punctuating their chase with an exclamation point of dust.

The vulture drifts in, settles down at a respectful distance to wait. But not far behind him comes Simba, galloping in, fangs bared, roaring, rather enjoying this.

The cheetah, eyes round with horror, shoots away.

The vulture jumps a few steps back, not really concerned with who gets first dibs as long as he gets second. But Simba has no tolerance for Zazu's tormentor; he roars, feints, sends the bird skyward again.

ZAZU wings in, lands, watches the vulture flap off, his astonishment complete.

ZAZU

But the lesson is... follow a
bird to water.

SIMBA raises his head, already chewing, eyes twinkling with irony.

SIMBA

Ah... I must have got it wrong.

The tickbird's eyes narrow, head cocks to the side: is this kid making fun of me..?

CUT TO:

EXT. THE NDONA PRIDE ROCK - DAY

The lionesses climb up and slump down together, weary from the hunt, already growing wan and pale.

NALA

How can they expect us to keep
hunting if they don't let us get
enough to eat?

No one answers, faces remaining blank like the shocked citizens of a newly occupied country.

The horde of hyenas joins them, sprawling every which way, sniggering and nipping at each other. The lionesses look on with contempt until Banagi climbs up and settles among them, head high, bearing severe, imperial, triumphant. The hyenas hush. The lionesses avert their eyes.

Scar lumbers up, smacking his lips like a gourmand; the quelling of one appetite piquing another. He eyes Nala who scowls back. He smiles, amused, and comes over, plopping down beside her.

She gets up, strides away.

Scar pursues her, a growl crawling from his throat. The lionesses share an alarmed look. He corners her, following around as she tries to twist away.

SCAR

And where do you think you're going?

She glares, fear barely containing anger. He moves close.

SCAR

Angry...?
(enjoying it)
Are you... angry?

She turns away once more, glances at Naanda, who knows she's walking a tightrope. Scar cuts her off, changes his tone, clothing commands as suggestions, leering:

SCAR

Why don't we just. Sit down. Talk about it. Work it out.

NALA

(softly)
Because you disgust me.

A YOUNG HYENA cackles. Scar is on him in an instant. The hyena rolls belly up, fidgeting in terror as the lion presses claws into his neck.

SCAR

Something. Funny?

The rest of the hyenas cringe, fighting the instinct to run. The lionesses share a glance, hope the situation deteriorates further. Banagi reads them, smirks at their transparency. He glides up beside Scar, speaks evenly:

BANAGI

Kill him. Go on. He's a useless fool anyway. The kind that never learns respect.

Scar looks Banagi in the eye. He smiles:

SCAR

I'd hate to be your brother.

BANAGI

You're much more than my brother... You're my king.

And Banagi smiles back.

Suddenly the hyenas swing around and make way as Baasho staggers onto the rock, his bones stiff with fatigue, eyes drooping, the end of Simba's tail still between his teeth.

He stops in front of Banagi, spits out the tail. Everyone stares at it. (The young hyena seizes the moment, slips out from under Scar's paw.)

BANAGI

And the others?

Baasho doesn't answer, or rather answers with downcast eyes. Banagi nods with fake concern.

BANAGI

You've done well. Rest now.

Nala crumples down, weeps. Naanda, Diku and Dwala hang their heads.

Baasho starts to curl up between two hyenas when he meets Sarabi's gaze. The hair comes straight up on his neck. The two hyenas scat. A keening growl comes from deep within the lioness. She creeps forward, low, deadly, one paw at a time.

Banagi cuts her off. Scar hems her in.

BANAGI

Where are your manners..?

Every eye is glued to her, lions' and hyenas' alike, knowing she's the fuse to a bomb that could explode into a melee. And yet Banagi proceeds, smoothly slashing:

BANAGI

Can't you see? Brother Baasho is famished. Go. Hunt him up something special. To welcome him home.

Her eyes burn into the hyena. He does not flinch. Naanda comes up beside her.

NAANDA

(whispering)

Come on. Before you get us all killed. Please...

Slowly she turns. Slowly she walks away, joining the lionesses who fold themselves around her as they saunter down the kopje, Nala taking up the rear. Nala stops, looks back at Banagi. Straight into his eyes: *whatever it takes...*

He smiles at her heartfelt challenge. Nods in mock respect.

EXT. BELOW THE PRIDE ROCK

Nala catches up with her mother, rubs along her flank, eyes still red-rimmed with rage and grief.

NALA

Why do we stand it Mama? There's nothing to keep us now. Why don't we run away?

NAANDA

And where would we go? This is our land. In every direction there are other prides and in between... more rogues.

SARABI

They would come after us. The pack of dogs and their scar-faced pet.

(facing Nala)

They can never let us go.

Nala bolts ahead in fury, unable to think of it. And as she does WE PULL BACK, watching the lionesses fan out onto the plain, passing by a stand of acacia, their branches crammed with hundreds of vultures, who look at each other, surprised but pleased to find the lionesses back at it so soon. They squawk and spread their wings, jumping from the trees, taking to the air en masse, blackening the sky.

CUT TO:

EXT. A PROMONTORY IN THE PARCHED DRY REACHES - NIGHT

The sky is clear, stars bright, moon full and haunting. Zazu snores away on a branch near Simba, who sits on a ledge of rock, looking out over the valley below, face like an iron mask in the moonlight. He is a different lion already, steeled by exile, sullen and homesick yes, yet somehow vital, taking on traces of his father's bearing. He looks up into the sky;

SEES THE FULL MOON, indifferent and stern, cool as a desert night. In the farthest-far distance the silhouette of an eagle cuts across the yellow orb.

Simba stares and stares as if something might be gained, might be discovered by persistent observation. He speaks reflectively, half to himself, half to the moon:

SIMBA

What I don't understand is why.
Why you would let it happen. You do nothing. You watch, that's all, like I'm watching you now.

Zazu opens an eye, frowns, shifts his position, closes his eye, hoping the monologue has ended.

SIMBA

...Or maybe this is the way you wanted it.

(MORE)

SIMBA (CONT'D)

Maybe you want me here, my father dead, those... those thieves and murderers running the pride. Is that what you want? What you wanted all along..? I don't believe it. I can't... I can't imagine my aunts, my mother, hunting for them. And I can't imagine... Nala...

Zazu grimaces, eyes opening; no way he can sleep through this.

ZAZU

With due discretion and considerable consideration to your sensitive state, it would appear advisable to endeavor, both for your own welfare and the welfare of all those within periphery of your auditory extension... to realize an interlude of somniferous reposition.

SIMBA

You mean get some sleep.

ZAZU

Yeah.

SIMBA

You go ahead, Zazu. I'll catch up.

Zazu nods, satisfied, then realizes he's been had.

ZAZU

If I might humbly offer... as an aid to inducing the aforementioned interlude, being as I am a professional tickbird, a bird of the world, that is, a personage of some understanding of its wayward ways...

SIMBA

Zazu.

ZAZU

Hm?

SIMBA

What?

ZAZU

There are... many prides in this vale of tears... and many of those many go lion-less, if you catch my driftation, and many of those many are encumbered, inundated, that is to say fat, with pert and provocative felines of the feminine persuasion; each one of them widowized, you understand. And therefore to sonnetize over the few, in the face of the many... is to do injustice.

SIMBA

You're saying I should take over another pride.

ZAZU

Take over? What? Walk in. Sit down. Enjoy.

SIMBA

Don't you worry about what the hyenas will do? They'll gorge themselves, kill everything in sight, chase away the animals who have sense enough to leave, work the lionesses to the bone for nothing.

Zazu is somewhat ashamed, and sad that Simba's sense of justice is impossible to vindicate.

SIMBA

The great lion in the moon has a plan, though how exactly it works I'm not always sure. But I am sure. That it won't work. If we don't take responsibility for our part.

Zazu can't help but be touched. He sighs.

ZAZU

Listen. Kid. What do I know? I-- I'm just a tickbird. Seems to me though, if you don't sleep you can't do nothing... Go on. I'll stand guard.

SIMBA nods: there's sense to that. He takes a last look at the moon and puts his head down. In fact he's very tired and falls asleep in seconds.

ZAZU smiles down on him, wags his head, proud and irritated at once, seeing a bit more of Mufasa in him than he ever thought possible.

But thoughts like that are soporific for the bird and soon his eyes begin to droop. He looks up;

AND SEES THE MOON, bright and lion-faced, going double, then triple, like a gold watch swinging on a fob.

ZAZU'S EYES clank shut.

AND UP ABOVE A MARSHAL EAGLE, fierce-eyed and sinister, the one who crossed the moon earlier, cracks a silent smile as he looks down, his patience rewarded.

HE SEES ZAZU, dozing deeper and deeper, looking like a paper pigeon in a shooting gallery, Simba sound asleep beside him.

THE EAGLE dives, zeroes in, expression pitiless, wind HISSING through his wings, eyes focused on;

ZAZU, who gets bigger... bigger...

THE EAGLE rockets down, pushing the sound barrier, talons extending for the strike when;

SIMBA'S EYE blinks open;

HIS PAW snaps out;

HE GRAZES THE BIRD, sends it twirling end over end, arcing into the valley, crashing in the distance like a downed Messerschmitt, sending up a plume of dust.

ZAZU drops off the branch in terror. He peeks from behind the trunk, trembling from head to toe, speechless, eyes saying everything. Simba smiles, a smile we know:

SIMBA

With some guards. You sleep with one eye open.

Zazu nods, more and more unsure of who he's dealing with.

CUT TO:

EXT. THE EAST AFRICAN STEPPE - DAY

The lionesses stand famished and glum, several paces from the sight of a kill, back with the ring of vultures who wait with their usual impatience as a mob of hyenas, all hairy backs and bickering, fight over some animal that their wriggling mass conceals. Scar, who finished eating just moments before, steps up to the lionesses, tongue working over his gums.

SCAR

Very tasty. Nice work.
(glancing back, laying
it on)
I hope they leave something.

He gives them a gangster grin, eyes landing on Nala. She looks away. He ignores the others, speaks to her alone:

SCAR

You... want me to make a space
for you?

NALA

(ice water)

Thank you, but... I'm really not
hungry. Excuse me.

She turns, saunters off, tail flicking. The lionesses give Scar haughty glares and slink off after her. He watches them go, not bothered in the least; time, after all, is on his side.

THE LIONESSES catch up with Nala and stride down the slope towards a water hole, still graceful as ballerinas.

DIKU

Splendid, Nala. That was simply
delicious.

SARABI

(bitter)

Yes, so delicious we'll all starve
to death.

A flock of plover SHRIEKS and takes wing at their approach.

DWALA

And what would you have her do,
Sarabi? Give in to that slobbering
leech.

Sarabi is silent: that's not the answer either.

NAANDA

Let's face it. There's very
little to be done. Except stay
together. As we always have.

They line up shoulder to shoulder on the bank, Nala at their center, faces reflected, coming apart as their tongues dip in, caressing the water, delicate, refined. Suddenly, Nala raises her head, expression darkening.

NALA

But there is something to be done.
And I can do it.

She looks back and;

SEES SCAR on the high ground, still watching them.

NALA

I can win us. An ally.

Sarabi follows her eyes to Scar. Understands.

SARABI
I'd rather starve, than see you...

NALA
...if I'm careful. If I'm...
smarter than he is...

Their eyes meet. Woman to woman.

NALA
...I can turn his mind. And
stay... just out of reach.

Sarabi looks at the youngster with new respect.

SARABI
You don't have to do this.

THE LIONESSES agree, faces flooding with concern.

DWALA
She's right, Nala, leave it be.

Nala looks at them all, all of them half-starved, looks at her mother. Naanda gives her daughter a tiny wag of the head: don't. Nala smiles, turns, walks alone up the rise.

CUT TO:

EXT. NEAR SOME TERMITE MOUNDS - NIGHT

The moon is hidden, gloom pervasive, darkness laced with tendrils of fog. Baasho and Banagi stop near a termite mound, glance over their shoulders, speak in hushed tones:

BANAGI
She's been with him again?

BAASHO
Yes sir. But they haven't been
out of my sight.

BANAGI
And what do they talk about?

BAASHO
Talk about? Well... about trees...

BANAGI
Trees?

BAASHO
Yes, and stars... and birds and
the moon... that kind of stuff.

BANAGI

The moon, eh? And yet she still
refuses to eat with him. Still
stays back with the lionesses.

Gears turn round in Banagi's head, then BING:

BANAGI

She's trying to drive a wedge
between us. How very
enterprising... I want her to
disappear. Do you understand?

Baasho smiles the assassin's smile.

BANAGI

And it must happen without Scar
ever knowing, ever suspecting.
He must think... she ran away...

Baasho nods again, knows the routine. Banagi smiles. The two
hyenas move off as WE PULL BACK and see Daabi, the aardvark,
balancing atop the mound, eyes round with fear.

EXT. NEAR THE HUNGODO TREE - NIGHT - ON NALA

Who freezes at the sound of a twig SNAPPING. She looks through
the fog. The place is ten times more forbidding in the dark
than in the day. Branches CREAK, leaves WHISPER, unseen birds
CAW. Nala continues on, stops, looks over her shoulder, *knows*
she heard someone.

NALA

Sarabi...?

SHE SEES A SHADOW flutter behind a thicket.

Her eyes narrow, shoulders go taut. She watches, watches, still
like a statue, lungs heaving with the tension. She stalks
forward, right... left...

A black-winged stilt BURSTS out of the thicket with a HORRID
SCREECH, caught between Nala on one side and Daabi on the other,
who stare in white panic before recognizing each other. The
bird shoots away.

NALA

Daabi?

DAABI

D-d-dello.

NALA

What are you doing out so late?

Daabi peers over her shoulders, seeing hyenas in every sound
and shadow. She can hardly catch her breath to speak:

DAABI
Dookin'-- dookin' bore dyou.

NALA
Me?

DAABI
Dyeah, dyou.

NALA
Why?

DAABI
Dits-- dits donly mecause dove
Dimba.

NALA
What?

DAABI
Mecause dyou loved dim.

The mention of it, even from so humble a creature, changes her face; it's true, true and hurts to hear it.

NALA
So?

DAABI
Doe-- doe did die.

Nala smiles. A tear comes to her eye: of course you did, who wouldn't.

DAABI
Doe dyou godda go. Dow. Dright
dow! Mecause dere dafter dyou...

NALA
Who?

DAABI
Dyenas! Dere donna gill dyou, Nala.
Die deard dem dalking.

Her mouth falls open as she sees it: of course, of course, how could I be so stupid as to think they'd let me threaten their monopoly, their meal ticket, their empire. Her eyes snap to the bushes, seeing, like Daabi, a hyena in every one. But then she stops herself, looks at the aardvark, who is consumed by fear yet had the courage to come and tell.

NALA
How can I thank you?

DAABI
Die dink dee loved dyou. Dee
dliked me mut... dee loved dyou.

Nala only smiles. Tells her with a sister's whisper:

NALA
He loved you too, Daabi. I know.
I know he did...

The look holds. Nala sees the words warming her friend and...
...Bolts off, into the darkness, into the fog.

CUT TO:

EXT. THE VAST DRY REACHES - DAY - ON ZAZU

Sitting stern-faced on a lump of rock at the edge of a small plateau, staring at;

SIMBA, who stands erect at the center of the plateau, beckoning the bird, eyes pleading.

ZAZU
...No, no. Not this again. I
hate this.

SIMBA
Come on, Zazu. You have to.
There's no one else.

ZAZU
We did this a hundred times
yesterday.

SIMBA
Sixty-two.

ZAZU
We've done this enough already.
We've done this ad nauseum. We've
done this to death.

SIMBA
We haven't. We're close. But
not close enough... Come on.

The bird grimaces. The lion looks solicitous... nods... coaxes... Finally, Zazu sighs, wags his head in disbelief that it should ever have come to this, and flies forward, hovering a foot or so from Simba's head.

SIMBA
Back a little. Now up. Up a
little more. Like that. Good.

Simba takes a step back, sets himself at a forty-five degree angle, like Mufasa showed him so long ago, like in the fight at the arena. He stares at Zazu, eyes focusing down to a pinpoint, all his energy summoned, every muscle tuned in.

SIMBA
(whispering)
Anytime.

Zazu gulps, waits for the perfect moment then shoots forward. But before he gets two inches Simba has pitched down, faked a forward roll then rolled back, springing up on the opposite side, clamping his jaws around Zazu from the rear, catching the bird in a cage of teeth.

He opens his jaws. The bird flies out, shaking like a leaf but unharmed. Simba smiles, satisfied, knows he's done it.

SIMBA
What do you think?

ZAZU
You expect me to cogitate after that?

Simba's not quite certain. And in cases of uncertainty:

SIMBA
One more time then.

ZAZU
No way.

SIMBA
Come on.

ZAZU
Nix.

SIMBA
Just once.

ZAZU
Negative.

SIMBA
This is the last time.

ZAZU
Request denied.

SIMBA
I promise, the last time.

ZAZU
That's what you said yesterday.

SIMBA
That was yesterday. This is today.

ZAZU

Don't you think it's time we started looking for a pride. I mean, I'm all for this intramural stuff, this physical fitness stuff, this assertiveness training stuff, but we've been out in the desert for ages.

SIMBA

Not ages, Zazu.

ZAZU

Eons.

SIMBA

Not eons either.

ZAZU

Epoches, eternities, millenniums. My beak is getting chapped here.

SIMBA

All right. Okay. Do this for me just once more and then we'll go find a pride.

ZAZU

Really?

SIMBA

Really.

ZAZU

You'll forget about all this intramural-combat-physical-assertiveness stuff.

SIMBA

Until we find a pride.

Zazu nods: deal. He zips into position, hovers, rotates his shoulders and neck to loosen up, winks when he's ready. Simba sets up again, all his energy tuned in, every muscle fiber keyed.

Zazu bursts forward. Simba pitches down. The bird cuts back. But Simba anticipates and instead of rolling, SPRINGS UP to one side, opening his jaw so the hapless bird zooms straight in. Zazu bounces off his tongue, rattles around between his teeth.

Simba opens his jaws. Zazu flits out and spirals to the ground. He picks himself up, lets the swirling-whirlies settle.

ZAZU

Good. Great. Wonderful. Let's go... Which way?

Simba nods to the east.

ZAZU
We can't go that way. That's
where we came from.

SIMBA
And now we're ready to go back.

ZAZU
You said we'd find a new pride!

SIMBA
I said we'd find a pride, and we
will.

Gives the bird a sharp look.

SIMBA
I choose. The Ndonga pride.

ZAZU
Don't get complex with me.

SIMBA
I'm going back to kill the king.

ZAZU
You can't handle that lion. He'll
eat you for breakfast.

SIMBA
I'll handle him all right. I'll
have to.

Studies the bird. As his father would.

SIMBA
...I'll have to kill the lion.
To to get to the king.

ZAZU
Hunh?

SIMBA
Banagi, Zazu. That's who runs
the show. You're free to go any
direction you want. But there's
only one way I can go.

They hold a look and then Simba turns, striding off toward the east. Zazu stares after him, dumfounded at first but then roused, then overwhelmed: *he's right that kid, he knows, he knows who holds the strings, by God he's right!* The tickbird springs up, puffs out his chest, flits after Simba as WE LEAD, shooting past him, coming around, hovering in front of him:

ZAZU

May I have the honor of escorting you, my lord.

SIMBA

I'd hate to face them without you.

Zazu settles down between Simba's ears with a flourish, facing forward, taking up the posture and position of a true and regal tickbird, out of the desert already.

CUT TO:

EXT. ON THE ROAD BACK - NIGHT

Simba, steeled with determination, marches through a region of towering, wind-carved rocks. Zazu, still on his mane, is so exhausted he can hardly keep his balance.

ZAZU

Strategically speaking, your youthful lordship, mightn't an interlude of somniferous repos--

Simba stops on a sleeve of rock, falls to his paws.

SIMBA

--Let's rest here tonight.

With that he nuzzles head in forepaws and falls fast asleep. The bird hops down, gives his master a look, fond and irritated at once, then settles down nearby. But no sooner does the bird close his eyes than an ominous shadow spreads over him. It looms long and large, forming into a monstrous hyena-like silhouette, stretching down until;

SIMBA'S EYE blinks open;

HE LUNGES forward, paw snapping out, stopping a millisecond before his claws perforate poor TIMON VANDERMEER, the meerkat, whose shadow changes its hyena-like form as he sweeps down in an adoring bow.

TIMON

Eat ease you, your eminence! What a miracle!

The rocks behind Timon come alive with meerkats who bow humbly before their king, moved by the sight of him. Zazu pulls himself from behind the rock he jumped over when Simba lunged.

TIMON

Zazu, charming to see you again.
(to Simba)
I take it you are searching for da lioness who runs from da hyenas.

SIMBA
Lioness? Which lioness?

TIMON
Oh, your eminence, please excuse
me, but... all doze names...

SIMBA
Can you describe her?

TIMON
Well... She's young...

SIMBA
(breathless)
Young-- And beautiful? Is she
beautiful, Timon? The most
beautiful lioness in the world?

Timon understands. His voice gentle...

TIMON
For a lion... very beautiful.

Simba lights up as if she was there, but then clicks back:

SIMBA
Where is she? We haven't a second
to lose.

TIMON
Dere ease a stand of fever trees,
my lord... dark in da day, darker
steel by night...

But before Timon finishes WE'VE already;

CUT TO:

EXT. A STAND OF FEVER TREES - NIGHT

The lemony trunks sway dim and eerie. Moonlight sneaks down through dense canopy, creating pools of shimmering light in the blindman's dark. Baasho and a squad of hyenas push through the underbrush, noses twitching, eyes keen, spooked by the place despite their toughness.

BAASHO
She's around here somewhere. I
can smell her like a flower.

They move on, fading into the dark. The LAST HYENA, an ugly mother, stops a second, looks back over his shoulder, *shudders*, then lurches off. And as he does WE PAN slightly, catching a glint of eyeball and the shiny end of a lion's black snout;

NALA cranes around, protruding from her bush to watch after them, a perfect trick of camouflage revealed, stillness and dark her only allies now. Her face is lined with fright, with desperation, every nerve end straining with it.

She hears a CRACKLING behind her. Her eyes whip back. Then something SNAPS to her right. Then to her LEFT. She shoots forward, belly to the ground. But then stops dead, dread sucking air from her lungs. She glares;

AT SIMBA, who stands before her in a pool of light, glowing like some supernatural being, some biblical apparition, yet handsome, dashing, a cocky smile on his face that seems to dismiss danger as the petty concern of mortals.

NALA
(whispering, aching with
the sight)
I have no time for ghosts right
now.

SIMBA
For this one you do.

The sound of his voice punches through the armour of her disbelief; she bounds forward. Stops just before him. Staring at his eyes, the moment heats quickly.

NALA
Are you alone?

SIMBA
Zazu's with me. He's scouting
the enemy...

She leans closer, closer, brushing his whiskers as...

Something CRUNCHES to their left. Their heads snap up. Simba nods to the right. They dash off, vanishing in the black as;

BAASHO AND A HYENA poke their noses through the brush, not two inches from where the lions were.

POINT HYENA
I could a swore I heard somebody.

BAASHO
Don't crack up on me.

CUT TO:

EXT. SIMBA'S SECRET KID PLACE - NIGHT

Simba and Nala lie nose to nose on the moon-speckled saddle of rock, protected on all sides by the lattice of HISSING bamboo. Their eyes are latched together, the rest of the world a million miles away.

NALA
I never knew this place was here.

SIMBA
That was the idea.

She wags her head: so much she didn't know about him, so much she doesn't still.

NALA
You're exactly how I remember
you... and yet... not like I
remember you at all... Your mane
is different... you're bigger--
tougher or something...

She looks away, at the mesh of glimmering bamboo.

NALA
You don't know what it's been
like.

When she turns to his eyes. She sees he does know.

NALA
There's so many of them, and...

She stops. As lost in his gaze as he is in hers. Hears a
murmured...

SIMBA
It's all right now. I'm here.

Tears stand in her eyes. She nods slowly. As if she could
almost believe him.

NALA
It always comes down to the males,
doesn't it. We think we run the
show... but we need you. That's
a little discouraging, you know.

He studies her. We see his father in the look.

SIMBA
We're two halves of one thing.
You and I. We're different...
looking at you, I see just how
different...

The gentle compliment lights her eyes.

SIMBA
We can be wonderful alone. But
even more... with each other.

And he smiles. First time.

SIMBA
That's a little encouraging, you know.

She blinks away her tears. Nuzzles his nose. Then...

SIMBA
I have a plan. To suggest.

Suggest? Her eyes flash amusement. She's so in love.

NALA
Well, I'll give it careful consideration.

SIMBA
Good. Because the first half... depends entirely...

Just above a whisper...

SIMBA
...on you.

CUT TO:

EXT. NEAR THE REEDY BANKS OF A SPRING - NIGHT - ON ZAZU

Who alights on a wavering reed near water's edge as Scar comes down to drink. The demon beast pays no heed to the little spy, who, nonetheless, works so hard at being unsuspecting he looks suspicious. Scar looks at him. Zazu looks away. Scar turns back to the water but notices the bird's eyes following; he turns back. Zazu looks away.

A troop of Kongoni on the far side stare at Scar too, eyes aglow in the dark, knowing they're a safe distance, knowing he's no hunter. He pays them little heed either until suddenly, inexplicably, they bolt away. He lifts his head, watches them scatter, then turns and;

SEES NALA beside him.

NALA
Good evening, my lord.

He grins his gangster grin, always glad to see her, but also to cover the unnerving effect of her stealth.

SCAR
Well. There you are. I asked Banagi to send some hyenas looking for you. They must have found you.

NALA
No, my lord. Someone else did.

SCAR
Someone else?

NALA
Yes, my lord.

SCAR
Who?

NALA
Another lion.

SCAR
What. Other. Lion?

NALA
A young fellow. Proud. Impetuous.
He's been pursuing me for some
time now. I try to ignore him
but--

SCAR
Pursuing you? Pursuing you *where*?

NALA
Here. There.

SCAR
On *my* pride lands?

Nala doesn't answer, casts her ~~her~~ eyes down modestly...

NALA
He wants a match. To be fought
without hyenas. In secret. At
the fire tree bridge. I told him
he's a fool, that you would never--

SCAR
(dripping blood)
A fool indeed. But every fool
should have his day.

Scar turns to make short work of it, but stops as;

BANAGI appears out of the reeds, stands before them, cool as
ever, all alone for once.

BANAGI
Why, Nala, we've been so worried
about you. Where ever have you
been..?

SCAR
Banagi. There's a young fool who
dares to challenge me.

BANAGI
Yes, yes, so I heard. Don't
trouble yourself. We'll deal with
him. In the meantime--

SCAR
--It's no trouble. This is a
lion's fight.

Banagi bows a little bow of acquiescence, steps closer, changing
his tack:

BANAGI
Of course, it is. But I am alone
here. Let me at least arrange
an escort.

Nala purrs to Scar...

NALA
Listen to him, my lord. I fear
you need his help. Again.

Banagi's eyes flash fury, in spite of himself.

SCAR
Again...?

NALA
Of course. As he helped you...

And turns directly to Banagi's eyes...

NALA
...with the old king.

Nala smiles sweetly. Banagi, outflanked, can scarcely contain
his rage.

SCAR
You think I needed those hairy
dogs to...

NALA
...I was there, my lord. I
remember a moment, when...

And her voice trails off. Scar remembers it too.

BANAGI
My liege, this is...

SCAR
Thank you, Banagi. That will be
all.

The dismissal hits Banagi like a hammer. His lip curls back. Scar picks up on it, pushes his face into the hyena's, terrifying.

SCAR

That. Will. Be. All.

Lip still curled, gaze poisonous, Banagi bows and backs away. Nala stares at Scar, trying to stifle her fear, not wanting to think how Simba is going to handle him. Scar reads it as concern for him:

SCAR

Banagi. Escort the lady Nala back to the pride rock. Wait for me there.

Banagi is immobilized. Nala turns her eyes to Scar...

NALA

I'll be waiting, too. My lord.

That makes Scar stand a little taller. Banagi knows who has the upper hand. He forces himself to bow, as...

...Scar strides off to battle. Hear his huge form crashing through foliage.

Alone now, Banagi turns to Nala. Snarls openly. But...

NALA

You want me? Hairy dog. One-on-one...?

And she takes a step forward. Her razor claws extend. Her smile beckons...

NALA

Right now.

He's thinking about it. Calculating his chances. But she is a lion. And utterly unafraid. She feints forward and he flinches slightly. Humiliated, and enraged to the brink of his control. With an ultimate act of will, he regains composure...

BANAGI

To pride rock, my lady. And as we go... I will warm myself with thoughts...

Voice low and resonant...

BANAGI

...of your future.

And in the reeds, Zazu watches them go. Shudders at the bullet she just dodged. Shakes his head, this can never work, and...

...flaps off after them.

CUT TO:

EXT. THE PRIDE ROCK - NIGHT

The lionesses sit in a tight group, a sea of lazing hyenas surrounding them, keeping a running-start away.

Nala, escorted by Banagi, approaches the perimeter. As all eyes turn their way...

BANAGI

Baasho, I need an immediate legion
of...

But Nala BOUNDS SUDDENLY onto the plateau, growling, eyes wild, shocking lionesses and hyenas alike. She strides forward, low and dangerous, cutting a path through the hyenas with her razor glare. She stops only an instant, before Baasho, eyes slashing, soaking in his look of utter astonishment.

She moves on, her bizarre behavior collecting the disbelieving stares of the lionesses, whom she approaches as if to attack.

Instinctively, they get to their feet, bringing the hyenas up with them, filling the air with palpable tension.

NALA

(hissing, witchlike)
Sarabi. You filthy cheat.

SARABI

Nala, what is--

Nala answers with a slash of claws. Sarabi staggers back, caught full in the face. The wound is real, pain serious, but the shock is worst of all.

The hyenas flinch, let out yips of alarm, shuffle back. Naanda calls to her daughter, outraged.

NAANDA

What is wrong with you?

NALA

(snarling)
Stay out of this.

Naanda stares at her daughter as if she'd gone mad, eyes forbidding her to take another step.

The hyenas look at each other, know this is trouble.

But Sarabi has recovered enough to step forward, fueled by the enigma of it.

SARABI
Tell me what--

NALA
--You know what this is about.
The lord Scar is mine. Mine!

In a flash of expression, almost intuitive, something in the eyes that speaks of love, of hope, while the tongue speaks bile, Nala sends a message which Sarabi receives.

SARABI
And who made you queen of the
beasts?

Nala lunges at her and Sarabi counters, lashing back, claws flying, spinning Nala to the ground, jumping on her as Naanda and Diku and Dwala try to separate them.

But Nala leaps up, turns on the others, slashing Dwala across the shoulder, biting Naanda's flank, enraging them, drawing them into the melee until all the lionesses are slapping and slashing, roaring and biting, clawing at each other in wanton frenzy.

The hyenas jump back, bumping into each other in confusion, eyes glued to the spectacle. Baasho pushes forward.

BAASHO
Stop them! If they hurt each other
they can't hunt!

No sooner are the words spoken then Nala flings Diku out of the fight like a bowling ball. She rolls over Baasho and the half-dozen hyenas behind him.

BANAGI watches, thinking, knows Nala has something up her sleeve. But what is it?

ZAZU flits up behind the last rank of hyenas and;

SEES THE MAYHEM, the pandemonium, the total anarchy.

HE wags his head, has to hand it to'em, then zips away to tell Simba the diversion is working. But as he disappears...

BANAGI sees. Recognizes him. It all comes together. He turns to two thug henchmen, spits out...

BANAGI
Follow that bird. Don't let him
out of your sight.

The thugs depart. Banagi, searches for Baasho, drags him from the crowd of hyenas by the scruff of his neck.

BANAGI
Bring troops, follow me...

Baasho gives him a look: and leave this?

BANAGI

Now!

Banagi turns and races away, gaining on the thugs, catching them, passing them, disappearing into the night as WE;

CUT TO:

EXT. THE FIRE TREE BRIDGE - NIGHT

The arena is the same. The ancient acacia still spans the gorge, leaving one avenue of entry and escape. A dry wind whistles through. The moon dodges behind lambent clouds, leaving Simba, who stands in the center of the plateau like a granite statue, now dark, now bathed in silvery light. His face is a carving of resolve, of destiny given form. His eyes flick up as;

SCAR comes over the rise and steps up to the black causeway. The demon beast makes ready to roar but then does not. He stares at the young upstart, crosses the causeway, trying to place him, memory wracked, until finally:

SCAR

You...

The gangster grin comes to his face. But Simba grins back which only makes Scar chuckle...

SCAR

A young fool with a grudge. *Has* to come back. Escapes by some miracle. But *has* to come back.

He laughs, steps off the acacia, approaches casually.

SCAR

Is this only revenge? Or is it... for the lady?

Scar is close now, his far greater size apparent. He expects his icy stare to make the lad shutter. But it does not. He expects the long silence to break Simba's will. But it does not.

SCAR

Too scared to speak?

SIMBA

(with calm menace)

This is not open land. Stranger. It belongs to the Ndonga pride. Who have lived here since the first sunrise on the plain.

Scar feels the heat of anger welling up: it's one thing to be brash, another to be insolent. He roars. Lunges. Simba sidesteps, swats his ear with a paw as if playing with a cub.

The demon turns. Feels the tingle in his ear. Feels more the insult. His face shrivels with rage.

SCAR

You think this is a game?!

SIMBA

I think you're fat. And useless.
And deserve to die.

Scar lunges again, unhinged with fury. But this time Simba stays tight, returning claw for claw just long enough for Scar to push his mass forward. Simba spins away, jumps onto the demon's shoulder and pulls down, clawing him to the ground, rolling him over.

ZAZU flits in, sees Scar on the ground, beams. Simba looks up, sees the bird. Zazu winks, nods back toward the pride rock, gives the high sign. Simba gives back the slightest nod.

Scar lunges once more. Simba hops back to avoid his mass then flanks him again, staying close as the beast twists round, leading him, leading him, beating him out with footwork, feinting and dodging, rapping the beast for good measure then backing out while Zazu shadowboxes overhead, feinting and dodging in tandem, until Simba throws the beast down.

Scar rights himself, stares at his tenacious foe. Simba's face is stone-like, neither elated nor worried, giving away nothing. Scar moves in cautiously, realizing this will be no easy match.

BANAGI appears over the rise, flanked by his two thugs and followed close by Baasho and half a dozen others. Banagi sees Simba, smiles, understands it all now, saunters down onto the causeway with his escort right behind.

SCAR AND SIMBA AND ZAZU look up, watch them coming, Zazu surprised then bewilderment then mortified, Simba with a trace of concern on his face, Scar irritated.

SCAR

I told you not to come here.

Banagi flickers with repressed anger at the lion's tone. He smiles:

BANAGI

Curiosity. Got the better of me.

SCAR

I forbid you to participate.

The word "forbid" hits Banagi like a slap: *the scum, doesn't he remember who found him, who made him?* Still the hyena smiles:

BANAGI

We wouldn't *dream* of it, my liege.
We're simply spectators.

Banagi motions to his escort. They spread out along the rim of the plateau, backs to the gorge. Banagi, at their center, stands directly where the acacia crosses, Baasho at his side. He turns to his lieutenant, whispers:

BANAGI

Kill the winner.

Baasho nods, passes the word down the line as;

SCAR AND SIMBA close in again, circling, growling, teeth bared. They smash together like locomotives. Scar forces Simba back, throws him down. The young lion slips away before Scar can carve open his belly. The demon leaps again, fired by some hellish energy, relentless, matching each of Simba's manoeuvres with a counter stroke, forcing the youngster back. But Simba is too quick to take a decisive hit.

UP ABOVE, THE LIONESSES have arrived, Nala and Sarabi in the forefront, itching to charge across the causeway but held back by...

FORTY HYENAS, the bulk of Banagi's pack, who form a line on the stretch of ground between the ridge and the causeway.

BACK IN THE ARENA, the two lions round each other again, ears tattered, manes shredded, lips sliced open by razor bites.

BOOM: they clash again, Simba pulls out, dodging to the side again, throwing Scar down. Scar slashes at Simba's legs, knocks him down, rolls on him and gets rolled on in return. They tumble to the cliff edge, clawing and slashing point-blank and face to face, trying to shove each other over the brink. Simba whips out. Backs away. The earth at the edge crumbles out from under Scar's feet but he scrambles back.

Simba stands at the center of the plateau, struggling to catch his breath, battered and exhausted but still iron-willed.

Scar trudges toward him, stops. Simba turns at a forty-five degree angle, sets up for *the move*.

SCAR stares at him in disbelief, then the trace of a smile, and...

Scar roars, charges. Simba pitches down. Scar, a smug gleam in his eyes, leaps straight up. But Simba anticipates and SPRINGS UP on the demon's side, pushing him over, jaws digging into his spine. Scar shudders, crashes down, rises up and tries to shake Simba from his back. But Simba has the bite. Takes the beating. Won't let go. Scar staggers toward Banagi, eyes wide, spewing out his last agonized roar, stumbling, crawling, panting like an asthmatic before his lids finally creep closed.

Simba lets go. Stands. His lungs heave. His eyes sweep over the row of shocked hyenas, landing on Banagi.

SIMBA

Come here. Banagi.

Banagi stares, Simba's voice is so thoroughly Mufasa's that it unglues him. He screams:

BANAGI

Kill him!

The hyenas charge in as Simba dashes forward. The dogs implode on Simba in a mass of writhing brown spots. He ignores them, ignores the bites, the shredding claws, the howling, tearing, crunching; thinking of one thing, staggering forward.

Banagi lurches back, finds himself hung up on a root of the acacia. Simba sinks teeth into his hump-neck, whips around, beating off his attackers with their leader, smashing the blubbering dog into the acacia, flinging him screeching into the chasm.

Simba faces around to the others.

SIMBA

Who's next?

He stares at each and every one of them. They back away, cringing, eyes cast down. He sees Baasho.

SIMBA

Baasho. Come here.

The hyena quivers, crawls forward with his snout to the ground, hoping the end will be swift, merciful.

SIMBA

Do you have something to say to me.

The dog can hardly breathe, let alone talk.

BAASHO

My lord, I... I beg...

SIMBA

If you are a wise hyena, you will make yourself scarce.

Simba turns, his gaze cutting through Banagi's thugs like a surgeon's knife. They bow to the very ground. He turns, steps onto the causeway in victory and sees;

THE LIONESSES, SARABI in their forefront, euphoric, and;

NALA looking down to him, her still-concerned gaze flicking now to;

THE LINE OF FORTY HYENAS standing between them, still as stone, uncommitted, unmoved. They stare at Simba.

He marches across the causeway, head high, eyes full of royal disdain. He marches up the slope, passing through the ranks of hyenas. They cannot match his gaze. They fall prostrate one by one before him as he passes.

He comes to the ridge line, stops before Sarabi who looks at her son with such emotion that she can't say a word. They raise their heads and ROAR a joyous roar, cathartic and triumphant, a roar that shakes the very rafters of heaven. The hyenas cringe. The lionesses look on with tears in their eyes.

Simba steps back and sees...

NALA waiting a little ways from the others. Not a word. Only their eyes. She waits for him to come to her side. They walk off together, bathed in the new morning light. Alone in the world.

DISSOLVE TO:

EXT. THE NDONA PRIDE ROCK - DUSK

Diku, Dwala, Naanda, Sarabi and Nala stretch out across the top of the kopje like Egyptian goddesses, watching the vast herds who graze in the near distance, watching the pink-ribbon clouds that feather into a lavender horizon. They are content and healthy; deprivation and desperation a vague memory now.

A lion cub, furry and boisterous, comes chasing across the kopje, stumbling over Aunt Diku's paws, banging into Aunt Dwala, who snarls an amiable snarl and whacks him with her tail. Nala rolls over and reels him in with a paw, licking him thoroughly, nuzzling him close. She catches sight of something that sets her eyes aglow. The cub can sense it and turns to see;

SIMBA, older now, his mane full, bearing much like his father's yet distinctly his own, standing at the base of the kopje, looking not at Nala but at;

THE CUB, whose heart palpates with his father's gaze.

SIMBA

Come with me...

The young lion never looks back. He barrels down the side of the kopje, hardly able to keep feet underneath him as his mother watches with knowing pride.

Simba shoots a glance at Zazu, who still rides shotgun in his mane.

ZAZU

I know, I know. Count the herds in the northern range. Accuracy. Very important.

Zazu puffs out his chest, flits off. Simba's son looks up to his father in the same way Simba looked at Mufasa, sharing a look of emerging connection.

YOUNG LION

Papa, where are we going?

SIMBA

You'll know my son, when it's time to know...

And they turn, move off, the son bounding at first, then stopping, thinking better, copying his father's majestic strides, head held high.

FADE OUT.

THE END

